DOCUMENT RESUME

ED 330 285 HE 024 373

AUTHOR Kerr, Clark; Gade, Marian L.
TITLE The Guardians: Boards of Trustees of American Colleges; What They Do and How Well They Do It.
INSTITUTION Association of Governing Boards of Universities and Colleges, Washington, D.C.
SPONS AGENCY Kellogg Foundation, Battle Creek, Mich.
REPORT NO ISBN-0-926508-00-8
PUB DATE 89
NOTE 236p.; For related documents, see ED 267 704.
AVAILABLE FROM Association of Governing Boards of Universities and Colleges, One Dupont Circle, Suite 400, Washington, DC 20036 ($29.95).
PUB TYPE Reports - Descriptive (141) -- Tests/Evaluation Instruments (160)

EDRS PRICE MF01 Plus Postage. PC Not Available from EDRS.
DESCRIPTORS *Board Administrator Relationship; College Governing Councils; Colleges; Evaluation; Governance; *Governing Boards; Higher Education; Institutional Administration; Interviews; Performance; Policy Formation; Surveys; *Trustees; Universities
IDENTIFIERS Association of Governing Boards of Univs and Colls

ABSTRACT

The American institution of Academic Boards of Trustees is examined, with attention to their operation and conduct; their importance to the effective functioning of American higher education; whether their roles are subject to erosion over time; and their relationship to the college presidency. The analysis is based partially on interviews conducted in previous Association of Governing Boards of Universities and Colleges (AGB) studies on the college presidency, and returned survey responses (N=1,400) on board operations from board chairs, presidents and heads of campus faculty organizations who were serving in 1987. The monograph covers various aspects of the operations of the boards of trustees, including their functions, their historical development, and trends. A number of evaluations are made, major problem areas are identified (such as drawing the line between what the board does and what the president and other administrators do) and 22 recommendations are advanced. The appendixes include the following items: (1) a list of participants; (2) the questionnaire itself; (3) various documentation, including reports relating to the board of trustees; and (4) a 12-page annotated bibliography. (LPT)

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The Guardians:

Boards of Trustees of American Colleges and Universities

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What They Do and How Well They Do It

by Clark Kerr and Marian L. Gade

Sponsored by the Association of Governing Boards of Universities & Colleges.

Funded by a grant from the W. K. Kellogg Foundation.

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As I see it, the job of a lay member of a governing board such as the Corporation boils down to this. Do your best to see that the organization is good, that it is well manned, and that it runs smoothly—but don't try to run it.

Charles A. Coolidge
Senior Fellow of the Harvard Corporation
"How to Be a Good Fellow," *Harvard Alumni Bulletin*,
February 1956

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Universities & Colleges
One Dupont Circle, Suite 400
Washington, D.C. 20036
202/296-8400
Printed in the United States of America
ISBN 0-926508-00-8

To the trustees of American colleges and universities (now 41,500 specially chosen citizens) whose time and wisdom has done so much, over three and one-half centuries, to make American higher education supreme in the world. They have been and are today the guardians of a great trust and have served it well.

Table of Contents

1. **Introduction:** There is No Such Thing as a Study of "The One and Only Board of Trustees" 1

2. **The Guardians:** Governing with Restraint 7

3. **The Lay Board:** A Gift of History 17

4. **A Statistical Portrait of American Higher Education:** Institutions, Students, Trustees 33

5. **Members Make the Board:** But Who and What Makes the Members? 39

6. **All Boards Are Unique:** The Centrality of Two Dimensions 57

7. **Additional Observations:** About Boards, About Presidents, and About Overall Developments 67

8. **Evaluation of Performances:** I—A Report Card by Participants 79

9. **Evaluation of Performances:** II—Our Personal Observations on 12 Concerns 93

10. **A Very Special Concern:** Concentration and Control versus Autonomy and Competition 115

11. **Conclusions** 133

12. **Recommendations** 139

List of Figures

Figure 1. The Nine Colonial Colleges 31

Figure 2. Nature and Degree of Board Involvement in the Life of the Institution 58

Figure 3. The Internal Political Conduct of the Board as a Governing Agency 62

Figure 4. Coordination of Higher Education in the United States 128

List of Tables

Table 1. Enrollments as Proportion of 19-24 Age Group, Full-Time Equivalent Basis in Selected Countries 15

Table 2. Categories of Institutions of Higher Education with Numbers of Institutions and Students 37

Table 3. Summary of Responses to Survey of Board Performance 89

Table 4. Distribution of States and of Students in Public Institutions by Form of Consolidation and Coordination 130

Table 5. Fifteen Largest Public Systems of Higher Education in the United States 131

List of Maps

Map 1. Types of Community College Boards in the United States 55

Map 2. Types of Four-Year Boards in the United States 56

List of Charts

Chart 1. Distribution of Trusteeship by Major Categories of Institutions and of Students by These Same Categories 38

Chart 2. Density Ratios in Terms of Numbers of Students per Trusteeship 132

Appendices

Appendix A: List of Participants 145

Appendix B: The Questionnaire in Detail 161

Appendix C: Documentation 197

Appendix D: Bibliography 215

Index 227

1
Introduction:

There is No Such Thing as a Study of "The One and Only Board of Trustees"

If presidents of colleges and universities can be ranked on a scale of from "very poor" to "very good" in their approaches, their characters, and their performances, then the scale for boards of trustees must be broader—from "terrible" to "perfect." The results of our study show that the marks for governing boards, like those for presidents, tend toward the high end of the range in their overall performances.

Much as presidents vary one from another, boards of trustees vary even more. Presidents are not selected as interchangeable parts, as was suggested by James March when he noted that " . . . managers are indistinguishable. It is hard to tell the difference between two different light bulbs . . . "[1] But presidents are selected within the confines of a general model of accepted characteristics: relevant successful experiences, evident ability to meet people well, claimed commitment to academic endeavors, and so forth. Boards, on the contrary, are constituted of several or many people. Their members are selected in many ways for many reasons, and they interact with one another in many ways. Some boards even have the split personalities never-for-long acceptable in presidents.

Boards, as well as presidents, operate in complex contexts

that are very different from one to another. For instance, boards may direct public or private institutions, single-campus colleges or multicampus universities, religious or nonreligious institutions, among other variations.

Consequently, the combinations and permutations of interacting personalities and situations involving boards of trustees are enormous. Thus, it is very difficult to describe and make recommendations about such diverse human groupings in such diverse contexts as boards of trustees—more difficult than for boards of corporations, trade unions, churches, and organizations of farmers, among others, which are more uniform in their compositions. Yet we find little useful literature even on these more simple governing bodies. (The annotated bibliography, Appendix D, contains a separate section on the best of such studies.)

Academic boards of trustees, however, are so central to the governance of one of the essential components of American society—our colleges and universities—that efforts to understand them and possibly to improve their operations are worth the effort, despite the problems. And such effort has seldom been made in relation to the importance of the subject. Our own attempt is organized around the difficult but irrefutable reality that there are many different kinds of boards of trustees and, as a corollary, that there is no such thing as *the* board of trustees.

Two recent studies, conducted under the auspices of the Association of Governing Boards of Universities and Colleges (AGB), illuminate the presidency:

- **Presidents Make a Difference**, a report of a commission chaired and directed by Clark Kerr (1984); and
- **The Many Lives of Academic Presidents**, by Clark Kerr and Marian L. Gade (1986).

The first of these, in particular, is at least as much about the conduct of boards as of presidents. Both reports make the point that the performance of a president depends on the conduct of the board—above almost all else except for the personality and char-

acter of the president himself or herself—and that the performance of a board almost equally depends on the conduct of the president. The relationship, without too much exaggeration, may be looked upon as that of Siamese twins: "president-board" or "board-president." They are locked together, however, not by biological fate, but by human choices that are subject to reconsideration by both partners.

As a result, it was almost inevitable that AGB would wish to follow up on the studies it sponsored on the presidency with a study of boards and, particularly, of boards as they relate to the presidency. Thus this current study.

AGB has long been interested in examining the operation of boards of trustees, as the following publications, among others, evidence.

Richard T. Ingram and Associates, *Handbook of College and University Trusteeship*. San Francisco: Jossey-Bass Inc., Publishers, 1980.

Robert W. Scott (chair of commission), *Recommendations for Improving Trustee Selection in Private Colleges and Universities*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980.

Robert W. Scott (chair of commission), *Recommendations for Improving Trustee Selection in Public Colleges and Universities*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980.

John W. Nason, *The Nature of Trusteeship*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1982.

John W. Nason, *Presidential Assessment*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

John W. Nason, *Presidential Search*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

Richard P. Chait and Associates, *Trustee Responsibility for Academic Affairs*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

Harlan Cleveland, *The Costs and Benefits of Openness*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1985.

J. L. Zwingle, *Effective Trusteeship*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, third edition, 1985.

This current study—*The Guardians*—draws heavily on

these AGB publications and on the two studies of the presidency noted earlier. These prior studies were based in substantial part on interviews with some 850 people, all experienced in the operation of the presidency. (A list of these people is set forth in Appendix C of *Presidents Make a Difference*.) Many, in fact nearly all, of the interviews about the presidency involved references to the related boards. For this present study, an additional nearly 200 interviews (a few duplicating the first series) were carried out, although they concentrated more exclusively on the conduct of boards. (See Appendix A for a list of interviewees.) Of the total of approximately 1,000 interviews, nearly 800 were conducted by the authors of this report.

In addition, an extensive questionnaire on board operations was completed by 1,400 individuals who were serving in 1987 as board chairs, as presidents, and as heads of campus faculty organizations. This questionnaire is described and the statistical results analyzed in detail in Appendix B. The most important information derived from it is presented in Chapter 8, "A Report Card by Participants."

This report card might seem to assign this monograph a split personality, for it presents a more glowing portrait of boards of trustees than do the authors. The report card says that "all is nearly for the best in this best of all possible worlds," while the authors add: " . . . with major exceptions most places most of the time." These seemingly contradictory views can be at least partially reconciled, as we attempt to do in Chapter 8.

Appendix C sets forth, in addition, selected supportive documentation.

Many individuals and organizations greatly assisted with this study, and their contributions are acknowledged in Appendix A. In addition, our special thanks go to the staff of the Association of Governing Boards, and especially to President Robert L. Gale and Executive Vice President Richard T. Ingram for their support and encouragement throughout the study. We also wish to give

special acknowledgement to the Kellogg Foundation, whose financial support made the study possible.

Maureen Kawaoka turned our nearly illegible drafts and redrafts into a coherent manuscript with her usual grace and competence. Our thanks go to her.

The staff of the Survey Research Center at the University of California at Berkeley, and Karen Garrett in particular, provided indispensable expertise and support for the questionnaire. Aims C. McGuinness Jr., of the Education Commission of the States, supplied valuable technical advice and factual data. AGB Vice President for Publications Daniel J. Levin and Associate Editor Alexandra Rockey assisted in the preparation of the manuscript with care and sensitivity. We wish to acknowledge our debt to all these individuals and organizations.

In the following chapters, a number of evaluations are made and recommendations advanced about boards of trustees. These are strictly our own and in no way necessarily reflect the views of sponsoring organizations and contributing individuals. Our greatest debt of gratitude is to AGB, especially to its board members and officers, for not seeking in any way to control our judgments, while giving us the advantage of their sponsorship and advice.

The three questions we particularly address in this study are the following:

1. Are boards of trustees essential to the effective functioning of American higher education?
2. Do they work as effectively as they could and should?
3. Are their roles subject to erosion over time?

The answer we give to the first question is: absolutely yes; to the second: by and large, no; and to the third: most regrettably, yes.

Notes

1. James G. March, *How We Talk and How We Act: Administrative Theory and Administrative Life*, Seventh David D. Henry Lecture, University of Illinois, Champaign-Urbana (September 1980), p. 21.

2
The Guardians:

Governing With Restraint

The United States has, overall, the best system of higher education in the world. It provides more access, more diversity among its institutions (and thus more choice for prospective students), more service to the community, and better research and graduate training than anywhere else.

Access: Enrollments among leading industrial nations on a full-time equivalency basis and as a proportion of the college-going age group are shown in Table 1 at the end of this chapter.

Diversity: There is no standard model of organization, no gold standard of performance. Institutions are large and small, residential and nonresidential, religious and nonreligious, public and private, two-year and four-year, rural and urban, liberal arts and vocational, single sex and coeducational, open access and selective. All these dimensions interact in an almost bewildering array unmatched in any other nation. The range of options boggles the mind.

Service: American higher education institutions, as a group, are more devoted to service to agriculture, to industry and the professions, and to adults in the community than comparable institutions in almost any other country. In addition, many serve as the leading cultural centers for their surrounding populations.

Research and graduate training: Henry Rosovsky, former dean

of the College of Arts and Sciences and now a member of the Harvard Corporation, recently observed, "There is one vital industry where America unquestionably dominates the world. . . . Between two-thirds and three-quarters of the world's best universities are located in the United States. . . . What other sector of our economy can make a similar statement? . . . No one has suggested that today America is home to two-thirds of the best steel mills, automobile factories, chip manufacturers, banks, or government agencies. Our position at the upper end of the quality scale in higher education is unusual. . . ."[1]

Of the 370 Nobel Prize laureates in the sciences from the inception of the awards through the mid 1980s, 139 (or 37.5 percent) are from the United States. This is more than twice the number of the next most honored group—scientists from the United Kingdom.[2] And 60 percent of the Nobel Memorial Prizes in Economic Sciences have gone to Americans since that prize was first awarded in 1969. The U.S. has only 5 percent of the world's population.

Plausible explanations for this highest level of higher education presumably do not include any great differences in the natures or innate abilities of individual young people or members of the adult population in the United States. U.S. citizens are not all that different from our counterparts in other advanced nations, nor is the quality of our government agencies concerned with education so far superior. More likely explanations include the following:

- Our system emphasizes equality of opportunity, which draws talents from all levels and corners of our society and allows advancement.
- We are committed to freedom of choice—and choices, unlimited by formal policies, vary greatly.
- Our system emphasizes open competition among institutions and individuals.
- The U.S. has benefited from many sources of initiatives in

establishing institutions of higher education, both public and private. Within the public realm, 50 states and many local government instrumentalities run higher education systems, and in the private sector, local booster groups and a wide variety of churches have established colleges and universities.

- Our national wealth permits strong financing for higher education, and our historic stress on technological leadership makes such financing appear economically advantageous.
- Our system of governance relies uniquely on lay boards of trustees with their nongovernmental and noninternal members and, in consequence, on strong presidencies working under the authority of these boards. The institutions they jointly lead compete vigorously to provide access, diversity, service, research, and high-level graduate training.

  Boards and presidents usually respond aggressively to the markets for students, faculty members, research funds, and private contributions. They earn what they get.

  Our institutions of higher education are not so bound by external government controls nor by the wishes of solely internal constituencies, in one combination or another, as they are in most other nations. The lay board is the primary instrument that protects autonomy, encourages competition, and balances the needs of internal and external constituencies.

The most idiosyncratic feature of the operational lives of American colleges and universities is this system of governance through lay boards of trustees and strong presidents. Because they are always the objects of criticism when things go wrong, they should equally be given some of the credit for the things that go right—and much does. The two go together. Neither external

governmental supervisors nor internal faculty guilds have given, or are ever likely to give, presidents the degree of influence normally provided by boards of lay trustees.

Boards of lay trustees provide for accountability to the public welfare without government domination (thus institutional autonomy) and for flexibility in operations (thus dynamic adjustments to changing circumstances). Additionally, at least in modern times, such boards provide for mostly nonideological intellectual environments (thus academic freedom), for mixed sources of financing (thus more opportunities for trying new projects and more security in continuing old commitments), and for strong presidencies serving in the name of the board (thus more aggressive leadership). Serving these purposes is the *first* most important aspect of boards of trustees.

The *second* most important aspect of American boards of trustees is what they are not, and what they make less likely:

Government ministries of education controlling higher education. This form of governance is most intense in the "socialist" (communist) nations, but also is dominant in those that follow the Napoleonic formula of centralized governance (as in France, Italy, Spain, and most Latin American nations). Even in Great Britain, the central government is now exercising more and more authority, in part because of the comparative weakness of the local "councils," which are jointly composed of faculty members and lay people, but also because of the comparative frailties of the vice-chancellorships. Both the councils and the vice-chancellorships are too ineffective and too far removed from public support to oppose a determined government, and the autonomy of their institutions erodes.[3]

Faculty guilds. Faculty guilds long dominated Oxford and Cambridge and led, over the centuries, to such moribund institutions that Royal Commissions in the middle of the 19th century were established to give them new life and force them to adjust to the changing conformations and requirements of British society.

Faculty guilds often still stand beside (and sometimes in opposition to) government ministries as governing institutions, as in France, Italy, Spain and most Latin American nations. Such guilds elect their deans and select faculty members, and the government ministries handle most of the rest of the decision making. Stalemates often result, and a strong element of adherence to the status quo is almost universally added.

Guilds of activist students. This was the original form of governance of Bologna University—the first of the universities in the Western world. The students there ruled the faculty with less consideration than faculties ever sought to rule students:

> The students ruled through what might be called *in loco parentis* rules dominating the professors—not the other way around—and it is interesting to note how strict the students were when they acted as the parents. Faculty members had no vote. They had to swear an oath of allegiance to their student rulers. They were subject to expulsion by the students. They could not leave campus, even for one day, without permission. When they did leave, they had to deposit a sum of money to guarantee their return. Punctuality at lectures was enforced with extreme vigor. Professors were fined for what were deemed "poor" lectures, even for one "poor" lecture. They had to meet a precise schedule in covering the materials in each course and had to make a money deposit, which was drawn on any time they fell behind. They had no tenure. Students were required to report any derelictions of duties by their professors.[4]

Salamanca and the other Spanish universities originally followed this model, and it was then carried to Latin America with an emphasis on student "autonomy," including placing the campus off limits to the police, into very recent times. The student junta form of governance arose in many places in the 1960s, particularly in China during the Cultural Revolution.

Total supremacy of the student market. This form of governance, as in some private universities in Japan and the Philippines, allows the immediate market for degrees to dominate all other considerations, with frequent damage to the quality of education. Boards of trustees, on the contrary, where they exist,

can encourage and support internal academic policies to influence the curriculum. They need not consider market forces alone.

The American and Canadian (which stands intermediate between the American and British) systems are unique in so fully rejecting these alternative models in favor of lay control. Lay control is different from each of the alternatives. First, it is both inside and outside the institution—thus looking both ways; and second, it is, in part as a corollary, more likely to act with restraint, with balanced judgment.

We are concerned here, however, not so much with what boards of lay trustees are not and what they stand as an alternative to, but with what they do of a positive nature. This is, above all, to serve as guardians. (We speak here of governing boards of institutions, not of coordinating boards, which are discussed in later sections.) The central functions of boards of lay trustees are to guard and care for the following:

- the overall and long-run welfare of the individual institution, including its specially chosen missions, and the best of its past and its brightest prospects for the future;
- the autonomy of the institution from outside bureaucratic, economic, and political domination;
- the academic freedom of the members of its community;
- the balance of the institution against single-minded demands of internal or external constituencies; and
- the public welfare in the general conduct of the institution, including the wise use of its resources and its adherence to high levels of academic behavior—assuring social responsibility and simultaneously protecting institutional autonomy.

In carrying out this central function of guardianship, boards of trustees are called upon to perform the following specific tasks:

- selecting, advising, supporting, and evaluating the president;

- establishing major policies, including approval of the budget and important new programs, and reviewing and evaluating the performance of the institution in all its major aspects—including academic areas;
- participating in representing the institution to the surrounding society and in obtaining resources;
- supervising investments, legal affairs, and buildings and grounds;
- acting as a "court of last resort" to internal conflicts;
- being willing and able to fill in gaps in performance by other elements of the institution in emergency situations and then to withdraw when the special circumstances no longer exist—the "in reserve" function; and
- encouraging adaptation and renewal of the institution to make it more useful and to avoid stagnation and retrogression.

(For other well-developed statements of responsibilities of trustees, see Appendix C, Item 1.)

All of these tasks should be carried out with adequate consultation with other elements of the community and with delegation of authority, in the spirit of shared governance, where appropriate—as, for example, to the faculty in approval and conduct of courses, in selection of individual students, in determination of grades, in granting earned degrees, and in conduct of research. The board's functions should also be executed without interfering with administrators who are carrying out the details of policy, and without acting as jail keepers, as in enforcement of *in loco parentis* rules for students that interfere with their rights of privacy. "Only through such shared responsibility can the trustees legitimate their formal authority."[5]

It is as important not to overguard as it is to guard well:

- by not interfering with faculty prerogatives in their areas of special competence;

- by not overadministering policies in place of the administration; and
- by not interfering unduly in the lives of individual students beyond the requirements of the law for all citizens, of academic ethics, and of conditions that advance academic performance.

Given their great legal authority, boards of trustees can use this authority well only if they employ it with appropriate restraint in all instances. The greatest failure of many boards of trustees today is a frequent inability or unwillingness to exercise such restraint. It cannot be said that "that board governs best that governs least"; rather, it should be said that "that board governs best that does nothing that others can do as well or better." Malcolm Moos and Francis Rourke remarked some years ago on the need for restraint as boards go about their business:

> The peculiarity of the trustee's position is . . . that he occupies a position of supreme legal responsibility in higher education, but if he exercises this authority in a pervasive way in the internal affairs of the university, he risks destroying the vitality and creative energy by which the institution is nourished. It is a great tribute to the good sense and judgment of the men who have served as trustees of America's public institutions of higher education that so many of them have recognized the necessity of refraining from capricious interference in either the administration or the academic policy of the institution over which they preside.[6]

The major purpose of this study is to assess how well today's boards of trustees serve as guardians of their trust and how well they serve the twin functions of the ancient Roman god Janus: to welcome into the institution that which will advance its welfare and to reject that which will impair it.

Table 1.

Enrollments as Proportion of 19-24 Age Group, Full-Time Equivalent Basis in Selected Countries

	Percent
United States	37
Sweden	33
Canada	31
Japan	25
France	23
West Germany	23
Australia	22
Italy	22
U.S.S.R.	22
Argentina	20
United Kingdom	14
China	1.2

Source: Calculated from data in *United Nations Statistical Yearbook, 1983-84* (New York: United Nations, 1986, Table 57, "Education at the Third Level"); *UNESCO Statistical Yearbook, 1986* (New York: UNESCO, 1986, Table 3.11, "Third-Level Teachers and Students by Type of Institution"); *United Nations Demographic Yearbook* (New York: United Nations, 1986, Table 7, "Population by age, sex . . . , latest available year, 1975-1984"); My T. Vu, *World Population Projections, 1985* (Baltimore: Johns Hopkins Press for the World Bank, 1985, for U.S.S.R.).

Notes

1. Henry Rosovsky, "Highest Education," *The New Republic* (July 13 and 20, 1987), p. 13.
2. U.S. Bureau of the Census, *Statistical Abstract of the United States* (1987).
3. See the discussion in Martin Trow, "Comparative Perspectives on Higher Education Policy in the U.K. and the U.S.," *Oxford Review of Education*, vol. 14, no. 1 (1988), pp. 81-96.
4. Clark Kerr, "Another First—The Means of Governance," remarks at Charter Day 1986, The College of William and Mary, Williamsburg, Va. (February 8, 1986). Based on Hastings Rashdall, *The Universities of Europe in the Middle Ages*, vol. 1 (Oxford: Clarendon Press, 1895).
5. Kenneth P. Mortimer and T. R. McConnell, *Sharing Authority Effectively* (San Francisco: Jossey-Bass Inc., Publishers, 1978), p. 156.
6. Malcolm Moos and Francis E. Rourke, with the assistance of Glenn Brooks and Leo Redfern, *The Campus and the State* (Baltimore: The Johns Hopkins Press, 1959), pp. 309-310.

3
The Lay Board:

A Gift of History

Boards of lay trustees as we know them in the United States originated in the Protestant Reformation, especially in Calvinist institutions of higher education.

Even earlier, however, in the mid-14th century, similar bodies were appointed by outside authorities. Made up of interested citizens, these bodies had been put in place in many of the Italian and German universities when "student universities," on the Bologna model, were placed under public control in response to perceived excesses against both the professoriate and the townspeople.

Professors and city officials joined to break the power of the student guilds, and the usual means was to appoint a board of curators to administer the city's salary grants and to supervise the professoriate, in addition to controlling the students.[1]

Reformation Colleges

The community as a whole, under Reformation doctrine, through organs of church and state, took responsibility for educating its citizens. Essential power in John Calvin's Geneva of the mid-16th century lay in the hands of the Protestant church. However, Calvin's theories of moderation and of the need for mechanisms of social control, as well as a bent toward republicanism, led to the participation of lay persons in governing social institu-

tions, including the church and the college. Calvin believed that it is "safer and more bearable for a number to exercise government, so that they may help one another and teach and admonish one another; and if one asserts himself unfairly, there may be a number of censors and masters to restrain his willfulness."[2]

Calvin, as Aristotle before him and the framers of the U.S. Constitution after him, feared both the tyranny of a single ruler and the anarchy of the mob. Calvin's position was also "subversive of hierarchy"[3]—whether the hierarchy was of bureaucrats, priests, or professors. The public interest should be in the hands of the public through citizen involvement. Calvin's solution was the board of lay trustees in the church, the city, the school board, and the university—to "teach and admonish one another," which is a good description of many boards of trustees in American colleges and universities today (and should be of all).

The Academy that John Calvin founded in Geneva in 1559 was the first of the Reformation colleges and embodied this theory of lay (nonacademic) control; its external government was placed in the hands of representatives selected by the city government. Other Reformation colleges, established in the later years of the 16th century, included Leyden in 1575, principally designed as a Calvinist theological school, and Edinburgh in 1583. Leyden operated under a board of curators selected by the body of nobles and by the provincial legislature, with the mayor serving *ex officio*, while Edinburgh was directly controlled by the town council. In each case, as in other institutions subsequently organized along similar lines, ownership and control of the colleges lay outside the institutions themselves, not in the hands of the internal constituencies of students (as in Bologna or the earlier Scottish universities of St. Andrews and Glasgow) or of teachers (as in Paris, Oxford, and Cambridge).[4] The experience with these older models, tested through three and one-half centuries, was viewed as unsatisfactory.

Trinity College, Dublin, established in 1593, adopted a

bicameral form of governance. An internal board of fellows owned and operated the college. But Reformation principles required outside supervision as well. A board of visitors made up of seven laymen was appointed to serve this purpose. Emmanuel College, Cambridge, is sometimes mentioned as a "model" for Harvard. One estimate is that 35 of the Puritan settlers were graduates of Emmanuel, a college founded in 1585 by Protestants and, like most of the Oxbridge colleges, governed by its own master and the fellows who elected him. Contrary to common Protestant custom, however, no external visitors were appointed.[5]

These, then, were the models and principles of academic organization and governance in use in the Protestant countries of Europe at the time the Protestant immigrants to the American colonies founded their first colleges. The New England Puritans were well educated; many of them were university graduates. When they established Harvard College in 1636, they faced two constraints on governance. First, there was no body of teaching masters available, as in Emmanuel or other English colleges, to whom to hand over the property and running of the college. Second, Calvinist tenets required joint civil and ecclesiastical supervision of institutions undertaking to form the mind and character of youth—this was viewed as a community responsibility, not strictly an internal academic responsibility.

The Colonial American Experience

The first governing board for Harvard, established in 1642, was the Board of Overseers, drawn from leading men throughout the colony. It was difficult, however, to get the overseers together for meetings. In 1650, President Dunster persuaded the overseers to seek a charter from the colonial government which provided for two boards, one internal and one external, as at Trinity College, Dublin. The internal board, the President and Fellows of Harvard College, was intended, on the English model, to consist of academics—the president and tutors.

But the tutors were young, usually recent graduates themselves, and turnover was rapid. Effective authority really lay with the external board of overseers and the president. Early in the 18th century, tutors were passed over for the first time. Some local ministers were selected as fellows, and both boards ended up in the hands of laymen, or nonacademics, and the standard American model of governance by the president and lay trustees came to Harvard.

William and Mary, the second colonial college established (1693), at first also had dual boards. The charter that James Blair devised for William and Mary provided for college trustees, known as the Board of Visitors, to be selected from among leading men of the colony. The internal faculty body, the Board of Governors, made up of president and professors, had severely circumscribed powers, although it was originally entrusted with day-to-day governance of the college.

Blair had been shocked at the indiscipline of faculty and students he had seen at Oxford and impressed by the comparative discipline at Edinburgh, which was under the control of a lay board. As at Harvard, power ultimately came to rest in the hands of the president and the external board, in part under the leadership of Governor Thomas Jefferson, a board member who strongly supported lay versus academic control—the supremacy of the public welfare. The third and last colonial college to adopt a dual form of governance was Brown University. The dual-board model failed there as elsewhere in its conflicts between the roles of the two boards and in the more powerful desires of the lay members for ultimate authority over the academics.

Yale College, founded as the Collegiate School in Connecticut in 1701, served as the model for those that followed. It established a self-perpetuating single board of nonacademics (originally all clergy). The all-Presbyterian board of the College of New Jersey (later Princeton) had both nonclergy and ministers and was the first to draw its membership from more than one

colony. Here, as in Kings College (Columbia), which had similar charter provisions, the president, but not other faculty, was included on the governing board.

At Yale and at the University of Pennsylvania, the president (or provost) was considered one of the faculty and not a member of the board. Boards tended to be self-perpetuating, after the original trustees were named in the act of incorporation, although some had *ex officio* members, usually colonial officials. At the University of Pennsylvania and at Yale University, the governor of the state still is the titular head of the board of trustees. The governor of New Jersey is an *ex officio* member of Princeton's board. These all represent holdovers from the colonial charters. Until 1865, the governor of Massachusetts was president of Harvard's Board of Overseers and still retains a nominal though unofficial relationship with the institution, appearing in the president's party at commencement. (See Figure 1 for components of each of the colonial colleges.)

"Public" or "Private"?

The provincial college[6] was a body established for public purposes, usually controlled by a combination of government, church, and lay people and supported with personal donations and endowments as well as through legislative grants of money and fund-raising privileges. The notion of "public" versus "private" as we know it today simply did not exist. As historian Daniel Boorstin wrote: "The distinctly American college was neither public nor private, but a community institution."[7]

The colleges founded in the years following the American Revolution, the closing years of the 18th century, tended to follow similar patterns of control and support. All were chartered by the states and were ultimately accountable to them. In some cases, the legislatures explicitly retained the right to amend the charter. In other cases, the legislature, without such reserve powers, attempted to change collegiate charters against the will of the insti-

tution and its board. Attempts to amend charters generally arose from political and religious disputes as Federalists and Republicans fought for political power, as charges of elitism in an egalitarian society were hurled at the colleges, and as religious groups tried to gain or retain control over particular colleges.

The basic legal question: Were the colleges civil bodies, under the jurisdiction of and subject to change by the legislature, or were they charitable trusts, responsible only to their founders and subsequent designees? That they were empowered by the state to grant degrees seemed to assign them to the first category, but early disputes brought no decisive resolution of the issue. However, the attempt in 1816 by the New Hampshire legislature to alter the charter of Dartmouth College found its way to the U.S. Supreme Court. The decision of the court, written by Chief Justice John Marshall, focused on the corporation charter as a contract, the sanctity of which was guaranteed by the U.S. Constitution. The college was considered a charitable institution, rights to which had been assigned by the British Crown to the board of trustees, and that contract could not be altered unilaterally by the legislature. The Dartmouth College decision paved the way for what we now think of as a basic distinction in higher education between "public" versus "independent" (or "private") institutions.

The Rise of Public Institutions

Six of the original 13 states chartered public universities before the Civil War—Georgia (1785) and North Carolina (1789) shortly after the Revolution, and South Carolina (1805), Maryland (1812), Virginia (1819), and Delaware (1821) in the early part of the 19th century. These charters generally incorporated a self-perpetuating board of trustees, often heavily under the control of the dominant religious group in the state.[8] Thus, they followed the "private" model, already well developed, of a single lay board. This model has been followed ever since, but without self-perpetuating trustees and strong religious influence.

Historical Trends

Some general tendencies are identifiable over time:

1. There has been a movement away from control by trustees representing religious denominations. In the post-Civil War period, businessmen and alumni took the place of clergy on private and public college and university boards. When Andrew Carnegie established The Carnegie Foundation for the Advancement of Teaching as a pension fund for retired college teachers in 1906, many denominational colleges abandoned church control to meet the conditions the foundation placed on recipient colleges.

The desire to be unequivocally eligible for federal and state financial support and the major changes within the Catholic Church worldwide since the 1960s have put lay leaders in control of boards of Catholic institutions in the United States. Some, however, have retained a two-tiered board—the board that owns the college remains under clerical control, and the operating board consists of lay people.

Some major Protestant denominations, such as the Congregationalists, have totally relinquished effective control over their institutions, and relations are attenuated in others, such as some Methodist and Presbyterian-related colleges. The connection between church and college remains strong in some other institutions and denominations today, however, as in many of the Lutheran and Southern Baptist colleges, and in evangelical or "Christ-centered" colleges more generally.[9]

2. There have been shifts in the power of boards relative to other constituents within the institution. From the Civil War to World War I, strong boards (along with strong presidents) reigned supreme. The vitriolic attacks of reformers such as Thorstein Veblen and Upton Sinclair were mainly occasioned by their views that institutions were captive creatures of their boards and that these boards consisted of an interlocking directorate of exploiters of the people.[10]

Board power, which was never as great nor self-serving as Veblen and Sinclair alleged, is now shared to a greater extent with other groups. The founding of the American Association of University Professors in 1915 represented the coming of age of the professoriate as a separate force. Since losing the battle in the 18th century to control the colleges on the Oxbridge model, faculties had usually been considered employees. The rise of research, doctoral education, and subject-matter specialization in the late 19th century, however, provided a basis for professionalization of the faculty role. Especially in research universities, faculties now shared in governance, and they particularly had a controlling voice in academic matters. "The rise to power of the academic profession" is a salient characteristic of the modern university, say Christopher Jencks and David Riesman.[11]

Students also asked for, and received, a significant share in governance. The tradition in colonial and early republican America was for students to be treated as the youngsters they often were, for purposes of discipline. After the Civil War, and especially in the Progressive Era in the early 20th century, students were treated more as adults, while research-oriented faculty were also less willing to act as custodians of youth. "Good government" groups inside and outside the colleges advocated formation of student-government organizations as a means of encouraging responsible citizenship, and they were widely established.[12]

The 1960s brought new interest on the part of students in how universities were governed and managed, and one legacy of that period has been an increased but still small number of student trustees, either full-fledged members of boards or official observers.

3. Boards have become more flexible and "permissive"[13] over time. Most are no longer dominated by a single viewpoint, such as that of the founder or the sponsoring church. As colleges have added the functions of research and public service to the

original missions of preservation and dissemination of knowledge, boards have become more attuned to the needs of the rest of society, adding the roles of both "bridge" to and "buffer" from society, while greatly reducing the original role of "agent," whether for church or state.[14]

In addition, boards have become less *in loco parentis* with respect to students and less ideological vis-a-vis faculty. Now, they mostly strongly support canons of academic freedom. Also, in spite of some "meddling," boards are more likely to delegate operational matters to administrators.

Since a heyday of power in the early part of this century, boards have become more restrained, especially in the last quarter century.

4. Externally, boards are increasingly constrained by the actions of a large number of interested parties: courts, legislatures, coordinating boards, governors, and the media.

In public institutions, Sunshine laws (laws requiring boards, and sometimes their committees, to meet in public sessions and to make written records available to the press and public) can unduly constrain boards when their requirements are excessive (a term we shall later define). Such laws may also constrain some private institutions that receive state funding.

Sunshine laws may inhibit open discussion of alternative courses of action and force the board to rely more heavily on administrative recommendations. They may also make it difficult for board members to engage in self-education in their roles, preventing private sessions where board members can candidly discuss their concerns and bare their weaknesses without risking public exposure.

5. The rise of systems of higher education, mainly in the public sector, is another long-term trend that greatly affects the way boards of trustees behave and manage institutional affairs. The term "system" generally refers to several campuses under a single governance mechanism. What was the first such system?

Perhaps the title should go to the Regents of the University of New York, established in 1784 and still charged with overall supervision of all education at all levels within the state. In other states, the responsibility for all education (Michigan) or all higher education (Utah) was placed by the original state constitution in a single person or board, even though that power did not immediately result in state coordination.[15]

In 1931, the Great Depression brought about the "shotgun wedding"[16] of three public North Carolina universities, providing the nucleus of a system that now encompasses all the four-year institutions in that state. In New York City, the origins of what is now City University of New York can be traced to the 1920s. In most places, however, the multicampus system is a post-World War II construction. The greatest growth of such systems took place during the 1960s, when a doubling of student enrollments added more institutions and complexities than governors and legislators wanted to deal with directly.

The last two developments (points 4 and 5 above) have brought a new age for many boards of trustees, particularly in public institutions. They have given higher education more of a public-utility status and, for some public institutions, even made them more nearly state agencies. Ironically, moving to coordinated systems may have reduced certain kinds of state controls. There was very intrusive line-item budgetary control as early as the 1920s and 1930s, when state departments of finance first developed professional staffs.[17] Coordination, in many cases, has proved less intrusive than such detailed budgetary controls. Overall, however, public higher education has been moving more in the direction of European forms of governance, with a much greater role for centralized authority and for state control.

In subsequent chapters, we raise questions about the long-run wisdom of these two trends. Gradually, the public system of higher education is being fundamentally changed—and not always by thoughtful choice. In the meantime, the role of trustees is

being seriously strained—and even distorted, in many public institutions—and lay boards are being forced to bear burdens they were not designed to handle.

Criticism of Boards

Throughout their history, lay boards have come under heavy criticism from a variety of sources. In the post-Revolutionary period, the colonial colleges were "denounced as bastions of aristocratic privilege and Federalist power," according to Jurgen Herbst.[18] This criticism has not changed much in 200 years. Boards continue to be charged with domination by elderly, white businessmen governing in their own interests. Abraham Flexner thought such trustees created "an atmosphere of timidity" within the institutions they governed.[19] Thorstein Veblen believed that "these governing boards of businessmen commonly are quite useless to the university for any businesslike purpose . . . their sole effectual function being to interfere with the academic management in matters . . . that lie outside their competence and outside of their habitual interest."[20] Upton Sinclair remarked on the "interlocking directorates": the men who "serve J. P. Morgan and Company as directors in the coal trust, the steel trust, the railroad trust; they serve also on the boards of schools, colleges, and universities through the United States. You could not tell a chart of the Columbia trustees from a chart of the New York Central Railroad, or the Remington Arms Company."[21]

And more recently, David N. Smith wrote that ". . . trustees are a part of the ruling class: an identifiable group of men who control the major institutions in our society, from the corporations to the universities, and who benefit from the continued existence of corporate capitalism and the oppressive social relations capitalism generates and requires."[22]

These criticisms are often repeated to this day but are not supported in our study of boards nor by the survey we made of opinions of major participants, including faculty leaders. Quite

the contrary. These critical views were and are gross caricatures that misrepresent domination of boards of trustees by corporation executives and the unwillingness or inability of corporate leaders on boards to separate their corporate loyalties from their college or university loyalties.

The Always-Changing Board

Boards have changed greatly over 350 years. Once, in colonial times, they were private-public, then private and public separately—first mostly private and now more heavily public. The turning point occurred in about 1940 when, for the first time, there were more students on public than on private campuses. Once boards were under heavy religious influence, then business influence, then they shared more influence with presidents and faculty. Now, boards are more reflective of the community at large.

What trends are taking place? Boards seem to be moving in quite opposite directions—both for the better and for the worse.

Boards are getting better. They are more accepted by faculty members. They are more independent from the churches, more representative of many elements of the population, less the tools of special interests. They have learned greater restraint in attempting detailed administration and in interfering with academic freedom. They have access to more experienced potential board members. Many problems of conduct and policy have been settled along the way. Many boards have been winning, and their members seem to know it.

Boards are getting worse. More must handle systems of institutions instead of a single campus. They face more divisive issues. Many are more oriented to the contentious political arena. They have less freedom of action and less freedom in means of acting. More of the action is now by governors and by courts and by the student market and by faculties; but the overall responsibilities of boards have not diminished. New and unresolved

problems continue to arise. Many boards have been losing, and some know it.

The worlds of private boards and public boards are moving apart, as systems now dominate the public sector and as Sunshine laws change methods of operation for public institutions.

Board involvement is elevated by crises, as in the 1960s with student revolts and in the 1970s with financial pressures. The 1980s have been a more quiescent period, but this may not last. There may be some explosions ahead. This current relative calm, however, creates an opportunity for boards to give careful thought to their problems and to their conduct, to what they do and how well they do it. Such thought, of necessity, must be given within the reality that as Heraclitus said in 500 B.C.: "Nothing endures but change."

Notes

1. See W. H. Cowley, *Presidents, Professors, and Trustees* (San Francisco: Jossey-Bass Inc., Publishers, 1980), chapter 2.
2. Quoted in William J. Bouwsma, *John Calvin: A Sixteenth-Century Portrait* (New York: Oxford University Press, 1988), p. 210.
3. Ibid., p. 209.
4. Aberdeen University, established in 1494, had added two privy councillors of Scotland to the basic governing group of chancellor, rector, faculty, and scholars, possibly to strengthen the hand of the founder and chancellor, Elphinstone, against the internal constituents. (Alexander Grant, *The Story of the University of Edinburgh*, vol.1 [London: Longmans Green and Company, 1884], p. 31.)
5. Frank Stubbings, *The Statutes of Sir Walter Mildmay for Emmanuel College* (Cambridge: Cambridge University Press, 1983), pp. 17-18.
6. Herbst uses the phrase "provincial college" to refer to the standard colonial model of an institution founded for public purposes, chartered within a colony's borders and maintaining a monopoly on higher education therein, and reflecting the colony's major religious denominations but adopting the British principle of "toleration with preferment." Jurgen Herbst, *From Crisis to Crisis: Ameri-*

can College Government 1636-1819 (Cambridge, Mass.: Harvard University Press), 1982, p. 128.

7. Daniel Boorstin, *The Americans: The National Experience* (New York: Random House, 1965), p. 160.
8. The University of Virginia was an exception. It was the first public institution in which the governor, with legislative confirmation, appointed the board. See Jo Ann Fley, "Gubernatorial Involvement in American Higher Education: An Historical Essay," in Samuel Gove and Thad Beyle, eds., *Governors and Higher Education* (Denver: Education Commission of the States, 1988), pp. 21-51.
9. "Christ-centered colleges" is the term used by the Christian College Coalition to describe its member institutions.
10. Thorstein Veblen, *The Higher Learning in America* (Stanford, Calif.: Academic Reprints, 1954 [originally published 1918]); and Upton Sinclair, *The Goose-Step: A Study of American Education* (New York: AMS Press, 1970 [first published, Pasadena, Calif., 1923]).
11. Christopher Jencks and David Riesman, *The Academic Revolution* (Garden City, N.Y.: Doubleday & Co., 1969), p. xvi.
12. Frederick Rudolph, *The American College and University: A History* (New York: Random House, 1962), p. 174, pp. 369-70.
13. Jencks and Riesman, op cit., p. 16.
14. James A. Perkins, "Conflicting Roles of Governing Boards," in James A. Perkins, ed., *The University as an Organization* (New York: McGraw-Hill, 1973), pp. 203-214.
15. Malcolm Moos and Francis E. Rourke, *The Campus and the State*, op.cit., p. 205.
16. Eugene C. Lee and Frank M. Bowen, *The Multicampus University* (New York: McGraw-Hill, 1971), p. 3.
17. Moos and Rourke, op.cit., chapter 3.
18. Herbst, op cit., p. 145.
19. Abraham Flexner, *Universities: American, English, German* (New York: Oxford University Press, 1930), p. 180.
20. Veblen, op cit., p. 66. He also thought that "Plato's classic scheme of folly, which would have the philosophers take over the management of affairs, has been turned on its head; the men of affairs have taken over the direction of the pursuit of knowledge," a "foolish arrangement." (pp. 77-78).
21. Sinclair, op cit., p. 27. He identified Columbia as "the university of the House of Morgan," Oregon as "the university of the lumber trust," Michigan as "the university of automobiles," and so forth.
22. David N. Smith, *Who Rules the Universities? An Essay in Class Analysis* (New York and London: Monthly Review Press, 1973), p. 35.

Figure 1.

The Nine Colonial Colleges

Institution	Year of Opening	Colony	Founding Organizations	Current Status
Harvard College	1638	Massachusetts Bay	Colony, Congregational	Private
College of William and Mary	1694	Virginia	Colony, Anglican	Public
Yale College	1702	Connecticut	Colony, Congregational, Presbyterian	Private
College of New Jersey (Princeton)	1747	New Jersey	Colony, Presbyterian	Private
King's College (Columbia)	1754	New York	Colony, Anglican	Private
The College, Academy, & Charitable School of Philadelphia (University of Pennsylvania)	1755	Pennsylvania	City, Colony, Anglican, Presbyterian, Society of Friends	Private
College in the Colony of Rhode Island (Brown University)	1765	Rhode Island	Colony, Baptist	Private
Queens College (Rutgers, The State University)	1771	New Jersey	Dutch Reformed	Public
Dartmouth College	1769	New Hampshire	Colony, Congregational	Private

Based on Jurgen Herbst, *From Crisis to Crisis: American College Government 1636-1819* (Cambridge, Mass.: Harvard University Press, 1982), Appendix A.

4
A Statistical Portrait

A Statistical Portrait of American Higher Education: Institutions, Students, Trustees

In subsequent chapters, we shall be talking about a number of different types of institutions classified by ownership, academic mission, and historical heritage. Each type of institution has its own characteristics, to which we shall later refer, that affect the operation of lay boards of trustees.

By ownership for institutions with general programs (we do not include specialized institutions, such as theological schools and freestanding schools of business, of which there are 640), there are 1,482 public institutions and 1,265 private nonprofit institutions, for a total of 2,747.

By academic mission,[1] there are the following:

- Research universities that carry on most of the research activity on behalf of the federal government—71 public and 33 private, for a total of 104.
- Doctorate-granting institutions that also award the Ph.D. but are less engaged in federal research activity—63 public and 46 private, for a total of 109.
- Comprehensive colleges and universities, which offer broad occupational and professional programs through the M.A. level—331 public and 264 private, for a total of 595.

- Liberal Arts Colleges I, which provide four-year programs with heavy emphasis on a liberal education and are very selective in their admissions—2 public and 140 private, for a total of 142.
- Liberal Arts Colleges II, which are less selective in their admissions—30 public and 400 private, for a total of 430.
- Community colleges under public ownership with two-year programs—985.
- Two-year institutions under private ownership—382 (we treat them in our discussion as though they were Liberal Arts Colleges II).

The largest categories are, in this order, Community Colleges, Comprehensive Colleges and Universities, and Liberal Arts Colleges II, which together comprise nearly three-fourths of all institutions.

We note that among these institutions, there are four subcategories with special heritages:

- Catholic—230
- Protestant "Christ-centered"—125
- Historically black—99
- Tribally controlled Indian colleges—35 (estimated).

We further divide the community colleges, from a governance point of view, into two categories—the "populist" and the "collegial." We define the "populist" as those with elected boards. They mostly developed out of public school systems and are largely located west of the Mississippi. We define the "collegial" as those with appointed boards. The "collegial" community colleges generally were established later than those of the "populist" type, are located more east of the Mississippi, and their boards are modeled more on private colleges than are the "populist" institutions, which are modeled more on the school board. The "populist" institutions tend to have smaller boards that are more involved in administrative affairs, as were the school boards out of which they developed. The "collegial" institutions tend to

have larger boards that are less involved traditionally in administrative affairs. We count 385 "populist" and 600 "collegial" community colleges.

Thus, we shall be making reference to 15 different types of situations while realizing the many variations within them, institution by institution:

- By ownership—2 categories
- By educational mission—7 categories
- By heritage—4 categories
- By governance structure within community colleges—2 categories

This makes for complexity in the discussion, which is regrettable, but for reality in the analysis, which is essential. Table 2 shows the foregoing information with the number of students within each category.

We shall also be talking about numbers of trustees by broad categories of institutions. For these purposes, we use a figure of 30 trusteeships per private board, of 13 per four-year public-institution board, and of 8 per two-year public-institution board. We note that this latter figure is a composite of two bimodal situations. The "populist" boards ordinarily have 5 trusteeships, and the "collegial" boards have 10.[2]

In calculating public trusteeships, we must take account of the existence of multicampus systems with a single governing board. There are about 120 such systems. (There are also a few private systems, but we have taken no special account of them.) Of these 120 systems, about 45 cover a mixture of both four-year and two-year institutions, about 40 cover four-year institutions only, and about 34 cover two-year institutions only. Of the latter, we count 22 as "populist" and 12 as "collegial." The 120 systems cover about 1,000 campuses, and 500 public campuses still have their own individual boards.

This gives us a total of approximately 46,000 trusteeships. Of these, 38,000 are in private institutions, and 8,000 are in

public. Of the latter, there are 6,500 single-campus trusteeships and 1,500 multicampus trusteeships. In Chapter 10, we shall discuss these 1,500.

We shall also use another figure—the lower one we cite in our dedication—for total actual trustees. Not all trusteeships are filled at any moment of time, and some trustees serve on more than one board. Consequently, we estimate there are 41,500 actual trustees.

Chart 1 shows the distribution of trustees by major categories and the number of students related to each category. In Chapter 10, we shall discuss the consequent ratios of students per trusteeships.

Notes

1. We employ the Carnegie Classification. (See *A Classification of Institutions of Higher Education,* 1987 edition, for more detailed information.)
2. Numbers of trusteeships are based on AGB Special Report, *Composition of Governing Boards, 1985* (Washington, D.C.: Association of Governing Boards of Universities & Colleges, 1986).

Table 2.

Categories of Institutions of Higher Education with Numbers of Institutions and Students

	Institutions	Students	
By ownership[1]			
Public	1,482	9,326,000	
Private	1,265	2,508,000	
Total	2,747	11,834,000	
By educational mission:[1]			
Research Universities	104	2,209,000	
Doctorate-Granting	109	1,220,000	
Comprehensives	595	3,303,000	
Liberal Arts I	142	214,000	
Liberal Arts II	430	370,000	
Community Colleges	985	4,250,000	
Two-Year Privates	382	268,000	
Total	2,747	11,834,000	
By heritage:			
Catholic[2]	230	595,000	
Protestant "Christ-Centered"[3]	125	147,000	
Historically Black[4]	99	214,000	
Tribally Controlled Indian	35	10,000	(estimated)
By governance structure within community colleges:			
"Populist"	385	2,300,000	
"Collegial"	600	2,000,000	

[1]Based on The Carnegie Foundation for the Advancement of Teaching, *A Classification of Institutions of Higher Education* (Princeton, N.J.: The Carnegie Foundation for the Advancement of Teaching, 1987).

[2]Members of Association of Catholic Colleges and Universities.

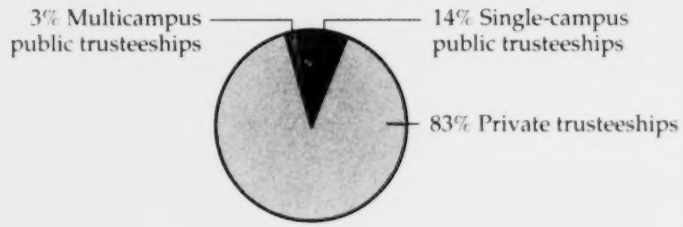
[3]Members of Christian College Coalition and similar institutions.

[4]OERI, U.S. Department of Education, *Digest of Education Statistics* (1987), Table 136.

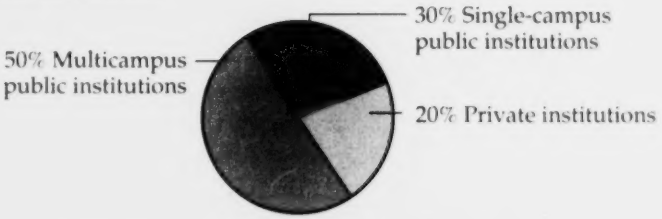
Chart 1.

Distribution of Trusteeships by Major Categories of Institutions and of Students by These Same Categories

Trusteeships



Student Enrollments



5
Members Make the Board

Members Make the Board, But Who and What Makes the Members?

A board is only as good as its members. The good member is one who:

- is concerned for the welfare of the institution within the broader public welfare;
- is concerned with the long-run welfare of the total institution, and not just a part of it;
- is committed to the institution—and not to his or her own agenda, or to that of some external group, or to how membership can serve his or her personal or political interests;
- is knowledgeable about the institution and not neglectful of essential information;
- addresses policy and performance with good judgment and restraint and does not interfere in administrative detail;
- has useful skills and experiences;
- contributes adequate time to the responsibilities of board membership;
- supports processes of consultation and the seeking of consensus;
- is considerate of his or her fellow members in debate—as one interviewee called it: "the duty to be decent";
- listens to individual members of the academic community,

but knows they are not "representative," and may report their comments to the board and the president;
- knows that only the board can request action and make commitments and decisions ("As individuals, trustees have no legal standing"[1]—only the board as a corporate body. "The authority of the board," as one interviewee said, "extends only from gavel to gavel.");
- has the independent stature, influence, and willingness to speak to political and economic power structures; and
- has had experience with boards of profit and/or nonprofit organizations and understands appropriate board-CEO relations.

The board, as a body, needs a reasonable distribution of essential skills and sensitivities to the variety of intellectual, political, and social developments that surround the institution. The good board also requires members who are reasonably compatible in their personalities and who can come to like one another as individuals. Thus, a board as a whole can be better or worse than the individual members, taken one by one, who constitute it. A good board needs a balanced membership.[2]

Good members are more likely to be chosen under some circumstances than others. We found that private boards generally are better than public boards, although among the great research universities the public boards often operate as though they were private. More considered care is generally taken in selecting members of private boards, which are usually self-perpetuating in whole or in substantial part, and such institutions are more likely to have a pool of individuals with prior strong attachments to the institution's welfare. In addition, private institutions can more easily draw members nationally, rather than being restricted to a state or locality, and they are less likely to have members who are beholden to external political interests.

Additionally, private boards are rarely subject to Sunshine laws. They also have a smaller range of constituencies with which to relate and less obligation and insistent pressure to protect and advance the "public interest," which is subject to such diverse definitions. In relation to the president, private boards are more likely to have an attitude of support, while many public boards are more likely also to experience an attitude of surveillance. It is easier for an individual to be a "guardian" of the institution on a private board than on a public board, particularly where the citizens who elected or the governor who appointed the individual want the trustee to be a "watchdog" instead for the public interest.

Private boards often have some handicaps, however. Particularly among residential colleges, individual members may have too many friends among faculty and staff who seek their participation in one way or another. These members also might have *too great* a devotion to the institution. This can get in the way of restraint—what one interviewee called "excess devotion."

We found that among public boards, as a general but not universal rule, appointment is a better means than election of selecting board members. Some potentially desirable members will not run for election, and those who do mount campaigns are more likely to make special-interest commitments to raise money for those campaigns. The appointment process, additionally, can take into account skills and sensitivities needed on the board in a way that elections cannot. (For example, someone knowledgeable about investments can be appointed.) Further, elected boards usually have short terms of office for their members. Often, these terms follow the four-year election cycle for other public offices. In addition, the election process almost of necessity requires a relatively small board.

On the other hand, an elected board may have more political influence with the legislature and be more inclined to oppose an unfriendly governor, since members also draw their power

directly from the people. As a corollary, however, the members, speaking as they do "for the people," may also be unduly dominant in their relations with the college or university president. They may display what one interviewee called "an arrogance of power." It is harder for the board chair, or anyone else, to discipline an elected trustee who behaves inappropriately. Generally, trustees believe that election gives them an independent position that allows them to behave as they wish. It is perceived that it is the electorate, not fellow board members, who ought to provide any necessary advice or carry out censure.

The appointment process is likely to work better where an effective means for nominating, screening, and confirming board members exists.[3] Such processes, among other advantages, make the appointing authority more careful in exercising its responsibility and more likely to be subject to evaluation. It is helpful if the institution itself is involved in the nominating process, such as through the board chair or the president. Such practices may include calling attention to special skills or other balances that would help the institution. While, in the observation of Education Commission of the States President Frank Newman, "most governors don't seem to recognize the importance of strengthening the selection process,"[4] one recent exception occurred in Maryland. The governor, faced with the task of appointing 26 people to the board of regents of the restructured University of Maryland System and to the new Coordinating Commission for Higher Education, appointed an advisory task group to provide him with three times the number of names of qualified persons necessary to fill the positions.

Some other states also have mechanisms in place to help identify qualified candidates for appointment as trustees. In North Dakota, for example, the state constitution provides that a three-person committee, made up of the chief justice of the supreme court, the president of the North Dakota educational association, and the superintendent of public instruction, present the

governor with three names for each position on the state board of higher education. The governor must choose appointees from this list, and the appointments must be confirmed by the senate.

In addition, the Minnesota legislature recently established a Regent Candidate Advisory Council to help recruit, screen, and set criteria for candidates for legislative appointment to the governing board of the University of Minnesota.

Even more important is a screening process, as for judges, for individuals under consideration. One possibility is to have in place a review committee of leaders of the community prepared to comment at this point in the process. Such a process can be set up privately if it does not exist publicly. Confirmation by one or both houses of the legislature makes it possible for interested groups to protest what they consider clearly objectionable appointments. Checks and balances, as in our political system generally, are essential. However, it must be recognized that politics cannot be taken out of political appointments, but political considerations can be made subject to more balanced judgment. The process can be "civilized," as one interviewee said. To make the appointment process work well, governors must have highly qualified staff in charge.

We observed that in public institutions executive appointment, on balance, is probably better than legislative, although legislative appointments have produced good experiences some places and very bad ones elsewhere. Some legislative selections, particularly if on a local basis, have been excessively parochial and partisan, while the governor has to consider a broader constituency and is more easily held individually accountable. In some legislative selections, those interested in a seat on the board must "walk the halls" making deals and seeking preferment.

Appointing authorities in fractionated communities (and there are many such fractionated communities) do best when they seek a diversity of board membership reflective of the community but do not appoint individuals specifically to "represent"

factions or special interests. The basic rule should be: diversity but not representation.

Elections for public boards work better if they are guided by interested alumni in both political parties, as has been the case for the major universities in Michigan and Illinois, rather than if the elections are subject to virulent political conflict, as has happened in Colorado. Elections also work better if a well-respected citizens' group, such as the Citizens' Council in Dallas, encourages carefully selected individuals to stand for office and then supports them. In any event, elections for public boards work better when they are general elections than when they are by-elections, where as little as 5 percent of the electorate may vote; and where the elections cover the total population served by the institution rather than district by district within the state (as some in Colorado), county, or city.

It is particularly difficult for presidents alone to be held accountable for the overall welfare of the institution when board members have "district versus district" agendas. This is, of course, also true of appointed boards that require appointees to be residents of particular geographical districts, as in Mississippi and Georgia.

As a general rule, we observe that elections work better when there is a reasonable turnout of voters (50 percent or more of the electorate) and when at least 50 percent of those voting cast ballots to select trustees—for a total of 25 percent of the electorate. This formula means that elected trustees would have 13 percent or more of the electorate's support. Lower percentages should be taken as a danger sign. These conditions are most likely to be met where a sense of "community" exists as in smaller and more homogeneous states and in rural, small town, and suburban communities. Where a sense of "community" does not exist, as in many large states and cities and in fractionated communities of any size, then elections may become the plaything of activist minorities and not the property of the citizens at large. As a rule,

governors or other appointing authorities (such as a mayor or the chair of the county board of supervisors) are in a better position than the disjointed electorate to consider and balance the factions on the board.

We note a special problem in elections where candidates are listed on ballots alphabetically (as in Colorado, until recently). From 1967 to 1987, among 26 different persons elected to the University of Colorado governing board, 16 had names that started with letters "A" to "E," and the names of 21 were in the first half of the alphabet. This experience is a commentary on the election process in general.

More broadly, we have come to favor multiple sources of public appointment and selection, so that no single authority can be dominant. Such power, for example, might be distributed among the governor, the legislature, the superintendent of public instruction, and perhaps others. And some members may well be *ex officio*, such as the president of the alumni association.[5] However, having *ex officio* members who are also involved in the process of budgetary approval can give these members too much control. At a minimum, they should abstain from voting on the budget.

We noted earlier that the boards of the colonial colleges were in part appointed and in part self-selected. We favor in public boards, whether elected or appointed, the possibility that the board itself should be able to make some selections, particularly to balance skills and sensitivities. We also note that board self-selected trustees are more likely to be college-oriented, that elected trustees are more likely to be constituency-oriented, and that appointed trustees may be one or the other or a combination of both.

For a state-by-state view of the methods of selecting trustees of public institutions, see Maps 1 and 2 for two-year and for four-year institutions.

As reported to us, the experience with student members

has been mixed—some bad, some nonparticipative, but some satisfactory and sometimes quite satisfactory.[6] This is contrary to many of the fears prevalent among trustees when student members were first added to boards.

Experience with students serving on board committees, such as a committee on student life, has generally been quite satisfactory, even highly successful.[7] Alumni service on boards and committees of boards has almost universally proved positive.

There is much less experience with faculty members serving on boards. As employees, they are in a quite different situation from students. Faculty members carry with them the potential for conflicts of interest, while students are consumers. The situation can be particularly awkward when faculty members are also union representatives and turn board meetings into negotiating sessions. In any event, faculties usually have significant delegated control over academic matters and frequently serve on board committees (for example, the academic policy committee), and/or their representatives attend the meetings and have the opportunity to speak before such committees. These arrangements appear to be more satisfactory than board membership.

On balance, we oppose, in principle, student and faculty board membership. These individuals generally bring with them special-interest points of view. (We also oppose the idea of "representation" on boards of factions in the external community as against general-interest participation.) We acknowledge, however, that many individuals so selected already have or develop a general-interest orientation.[8] In practice, such general-interest orientation has been demonstrated more frequently by faculty and student trustees when the board itself selects among applicants and nominated individuals, as happens with some frequency for student members.

Regardless of methods of selection, we heard particular complaints about having too many lawyers (particularly trial lawyers) on boards, too many small-business owners from the local

town who are accustomed to running their shops in detail, too many self-righteous people (for example, as expressed by one interviewee, "vigilante egalitarians" who check whether the president goes to church every Sunday and mows his or her own lawn on Saturday), too many (or any) people getting ready to run for public office, too many people out to make contacts so they can sell their services (such as insurance or real estate), and too many people who set what one interviewee called "a high standard of bitchiness," among others.

Almost universally, once selected, new members are not given an adequate orientation. At a minimum, new members should receive a set of basic documents (perhaps prepared by the secretary of the board), an introduction to top officials of the campus or campuses (perhaps by the president), an insight into the traditions and operating methods of the board (perhaps by the board chair), and an orientation to members' legal responsibilities (perhaps by legal counsel).

In addition, new and experienced board members benefit from periodic opportunities to step back and look at the role of the board, at the appropriate behavior for its members, and at their personal interactions. These opportunities may take the form of attendance at regional or national trustee meetings, board retreats, or a session with a knowledgeable outside consultant.

The size of the board makes a substantial difference. We found far more difficulty with boards that are too small than with boards that are too large. The very large board may require an executive committee, which may become too dominant; consequently, some of its other members may lose their sense of responsibility. A large public board may also encourage governors to make "throwaway" appointments instead of more careful selections.

But a very small board can be a disaster. A single person can become too dominant or too disruptive; it is difficult to get all

the needed skills and to develop a good committee structure; and the replacement of a single member can change the direction or conduct of the board and the political situation of the president. There is safety in numbers. A big board can tolerate a few poor members; a small board can tolerate none; and ineffective members are possible everywhere. We realize that elected boards, of necessity, must be reasonably small, but this is another argument against elected boards.

Length of term makes a substantial difference. It takes time (at least two years) to gain a deep understanding of such complicated institutions as college and university campuses and to develop an attachment to them, if such an attachment does not already exist. It takes even longer to get to know a system of several or many campuses. The shortness of terms (often only four years) is an additional argument against selection by election. We suggest a minimum term of six to eight years for public boards. We heard many opinions about the maximum length of term but found no consensus about how many years it should be, and only occasional (and not general, as with short terms) illustrations of problems long terms caused. Maximum total length of term is best left to the individual institution. That decision depends on circumstances, but should include a policy permitting reappointment of exemplary board members.

A board is, in part, a prisoner of its context. We have observed that highly selective (and particularly residential) institutions have a much larger pool of individuals with wide relevant experiences and intense prior commitments of loyalty to draw upon than do less selective and particularly nonresidential institutions. The more cosmopolitan institutions are much more likely to have more cosmopolitan and intellectually sympathetic board members than are local institutions, where board members tend to be more concerned with practical and material aspects and with day-to-day details.

Other important aspects of context are the following:

- Tradition sets the tone. Good boards tend to continue to be good boards, and bad boards to be bad boards. A sense of pride and obligation motivates those in the first category, and the example of past conflict and, perhaps, personal aggrandizement creates a poisonous atmosphere for the continuation of the second type. Occasionally, the example of one outstanding board member sets the tone for a whole board for a long time, but such situations take a long term of service for fulfillment.[9] New members are acculturated as they come onto the board, and they tend to conform to expectations of behavior, whether good or bad. Stability of membership, and a consequent "institutional memory," is conducive to maintaining high standards of board behavior. As an example, Miami-Dade Community College, widely cited as one of the best in the country,[10] had only a total of 12 to 15 different people serve on its (then) five-person board in its first 20 years of existence. Expansion to seven members in 1985, as well as turnover, brought five new members on within the subsequent two-year period, but the board is said to have retained the culture established during the long years of excellent gubernatorial appointments and high stability of membership.
- The political culture of the state can be very intrusive. Some public systems (for example, in Massachusetts, until recent years) have been involved in heavy political interference—including in local staff appointments. In some states, such as Michigan, institutions almost never experience such interference. As a general rule, private boards tend to relate more to the history and ethos of the college, and public boards to the political culture of the state. Some public boards, however (for example, at the universities of Michigan, Texas, and Maine), have fiercely defended the historical independence of their institutions against political authorities.

56

- High sensitivity to the student market, to religious beliefs, or to intellectual competition can create an all-encompassing ambience. For some institutions, all policy is made by reactions to market possibilities, while others have the freedom to make their own policies. For still other institutions, the controlling policies and the campus atmosphere are determined by religious convictions; and for some others, competition in the academic world for high status sets the dominant tone of the institution. Boards of trustees reflect these sensitivities.
- The particular historical period can also turn boards into prisoners. Some eras overburden boards, as did the late 1960s, with student revolts, and the early and middle 1970s, with financial problems. Boards generally operate best in more normal times. Bad times sometimes bring out the best in boards, but more often, they summon the worst. Bad times usually cause boards to become too intrusive and too prone to internal conflict.
- The attachment to a minority community, such as black or Hispanic, can greatly affect board concerns and operations. Such boards, of necessity, reflect the concerns of these communities, which are heavily oriented toward equality of opportunity. The pool of individuals from these communities with wide experience on for-profit and nonprofit boards is, as yet, comparatively limited, although increasing rapidly. Consequently, highly qualified minority individuals often are stretched rather thin with their many obligations.

  Catholic colleges and Protestant colleges that identify themselves as "Christ-centered" also relate to special communities, the first becoming more ecumenical in thinking and the latter sometimes more fundamentalist. Their boards reflect this. There has been a revolution among the Catholic boards since about 1960, led by Notre

Dame, from largely religious to largely lay boards. The "Christ-centered" Protestant boards are now also largely lay; however, efforts to control academic programs to conform to religious beliefs appear to have intensified rather than decreased, as in the Catholic institutions. Generally, whether largely religious or largely lay in membership, boards of church-related institutions (and this includes a number of historically black colleges) may see too little of the total institution and care too much about the parts they do see. Also, the religious members often carry more weight than their lay fellow participants, as in the "Yes, Sister" boards one Catholic interviewee described.

Boards reflect their memberships and the contexts in which they operate in quite bewildering ways. But it still can be said that some sources of membership and some contexts are more conducive to good boards, and some are more conducive to poor boards.

Additional Notations

We found some areas of board composition and conduct subject to local controversy, but such a variety of practices and so little consensus exists that we can only say that what works well probably should not be changed. This includes the following:

- committee structures, or even the existence of committees within very small boards;
- frequency and length of meetings;
- existence of two layers of private boards, as at Harvard and in some Catholic institutions; and
- membership of the president on the board; and, if the president is a member, whether he or she is chair, as at Harvard and Michigan.

On the last point, we note that many presidents prefer the status of colleagues and the ability to debate on a basis of equality

that board membership carries with it.[11] Some presidents, however, particularly where boards are split into conflicting factions, would rather not be forced to vote with one faction or another. Elected boards are most likely to have such factions, and presidents, in any event, if they should hold membership on such boards, could not assert the claim that they speak "for the people," as do the other members. Also, some presidents in colleges with boards engaged in overall administrative decision-making activity find it awkward to have to vote on administrative detail and then to be called upon to effectuate decisions where they may have been in the minority. They would rather serve, instead, essentially as decision implementers than as decision makers, and be able to say, "The board did it." Overall, however, we have come to favor board membership for the president with power to vote, except on elected boards. Where the president wishes, however, not to vote at all or wishes to vote but not to break tie votes in the board, he or she should be able to exercise these options, and the board should honor the choice made.

In these several areas, no specific arrangement always works best. These are areas, in particular, for local judgment, and wide margins exist for solutions.

One area, however, where there is a clear consensus is on the appointment and term of service of the board chair. In public institutions, the board itself, not the governor, is the best source of appointment. And in public as well as private institutions, the term of the chair is best confined to two, three, or four years, with reappointment only under very special circumstances.

In general:

- Good selection processes and good board structures cannot guarantee good results but do make them more likely.
- A central principle is the importance of selection processes that result in independent boards that result in independent presidents that result in independent institutions.
- Another central principle is to have diversity of member-

ship within the board without allegiances to single interests or groups.

Notes

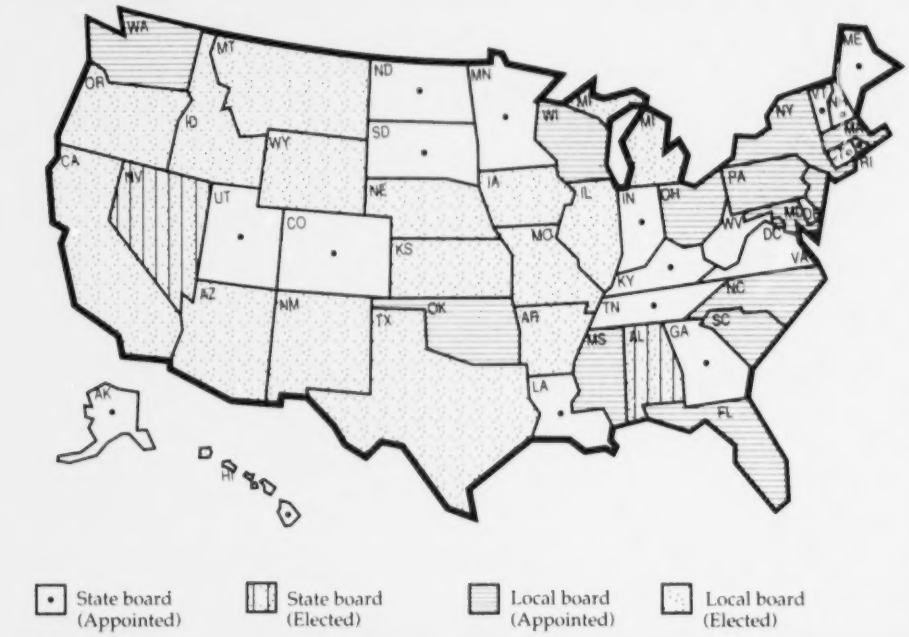
1. J. L. Zwingle, *Effective Trusteeship* (Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1975), p. 7.
2. For an excellent discussion of the importance of the "balanced board," see Louis H. Heilbron, *The College and University Trustee* (San Francisco: Jossey-Bass Inc., Publishers, 1973), chapter 2, and also for a very realistic analysis of board operations with recommendations.
3. This finding echoes that of the National Commission on College and University Trustee Selection (former Governor Robert W. Scott of North Carolina, chair), *Recommendations for Improving Trustee Selection in Public Colleges and Universities* (Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980). (For summary, see Appendix C, Item 2.)
4. Frank Newman, *Choosing Quality: Reducing Conflict Between the State and the University* (Denver: Education Commission of the States, 1987), p. 52.
5. See Appendix C, Item 3, for examples of boards with mixed sources of origin.
6. An early 1980s study found that slightly more than half of surveyed presidents and board chairs judged "overall student trustee/representative performance" as "about equal" to the "overall performance of other trustees." Forty percent believed student trustee performance to be "slightly poorer" or "much poorer," and 7 percent thought it was "much" or "slightly better" than others. Student trustees themselves believed the three major problems facing them were: "lack of previous experience or expertise in academic governance, the shortness of their term in office, and lack of time to devote to their duties." (Patrick K. Melia, *The Contribution, Effectiveness, and Future of Student Participation in Institutional Governance*, A Dissertation Submitted in Partial Fulfillment of the Requirements for the Degree of Doctor of Philosophy, Department of Higher Education in the Graduate School, Southern Illinois University at Carbondale, [August 22, 1982], pp. 99, 40.)
7. However, Melia's survey found relatively few public institution presidents (21 percent) or chairs (13 percent) supporting committee

(rather than board) service as the best means of student representation. Private institution chairpersons favored committee service (63 percent) over board service, and private presidents were equally divided. Melia suggests that the reason for these differences may be related to the fact "that public institutional boards normally have a less extensive committee structure than do private institutions." (Ibid., p. 112.) These findings are consonant with those reported here in the appendix to Chapter 7.

8. For arguments in favor of substantial faculty membership on boards, as in the U.K., see T. R. McConnell, "Faculty Government," in *Power and Authority*, Harold L. Hodgkinson and L. Richard Meeth, eds. (San Francisco: Jossey-Bass Inc., Publishers, 1971).
9. Illustrative of one of many long-term trustees who have made enormous contributions to the welfare of their institutions is George White Marston, trustee at Pomona for 59 years (1887-1946). (See the discussion in E. Wilson Lyon, *History of Pomona College, 1887-1969* [Pomona College, 1977].) AGB has recognized the contributions of several such trustees in its annual Distinguished Service Awards, honoring one trustee each year from the public and the independent sectors.
10. See L. Steven Zwerling, "The Miami-Dade Story: Is It Really Number One?" *Change*, vol. 20, no. 1 (January/February 1988), pp. 10-23.
11. Nearly two-thirds of chief executive officers of four-year private institutions are voting members of their boards, while only 10 percent of public four-year institutions hold such a position. (Barbara E. Taylor, *Results of a National Survey of Board Characteristics, Policies, and Practices* [Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1987], p. 2.)

Map 1.

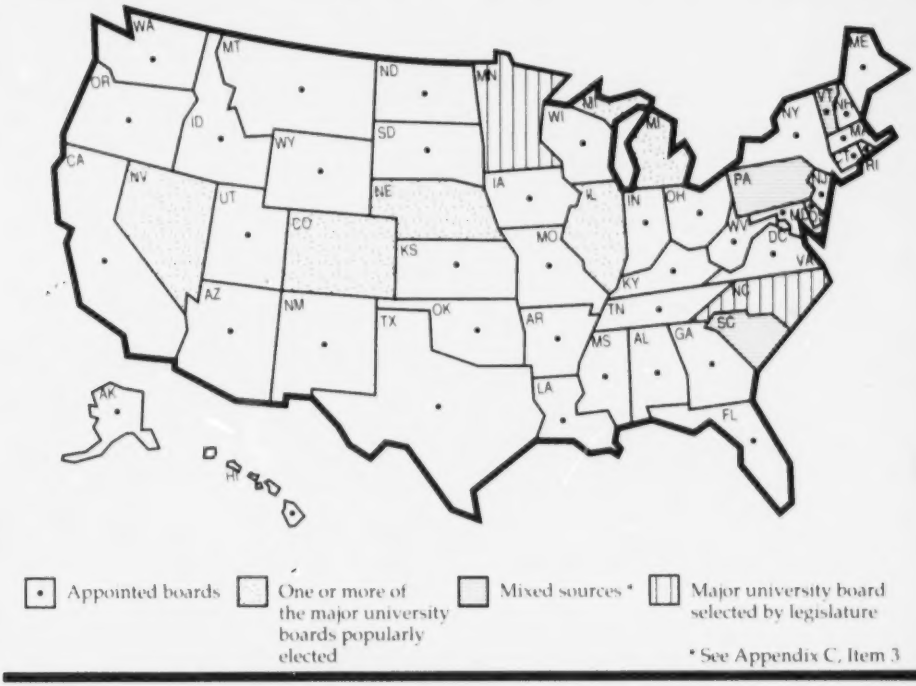
Types of Community College Boards in the United States



Source: Lynn A. Whitmore, A National Study of Local Community Colleges Trustees, Ph.D. dissertation, University of Texas at Austin (December 1987), p. 123.

Map 2.

Types of Public Four-Year Boards in the United States



Source: Based on Aims C. McGuinness, Jr., *State Postsecondary Education Structure Handbook 1988* (Denver: Education Commission of the States, no. PS-87-2, 1988).

6
All Boards Are Unique:

The Centrality of Two Dimensions

As we stated at the outset, the "typical" or "representative" board of trustees does not exist. Each board is in one way or another *sui generis*. Thus, any in-depth study of boards is an examination of idiosyncrasies. This is the reality. The danger in such an examination is that the more one knows about boards the more confused about them one can become. The greater dangers, however, are to think and to act either (1) as though boards are all alike or (2) as though, at the other extreme, they have no important similarities at all.

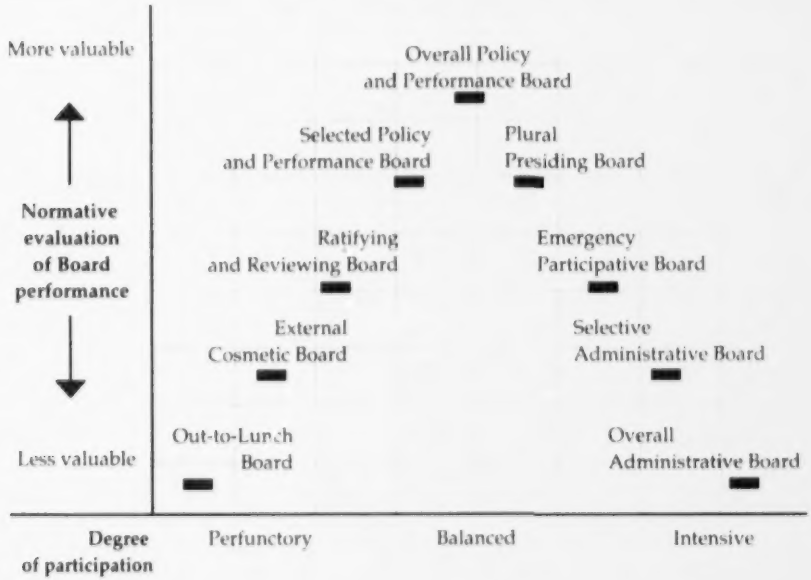
We attempt in this chapter to set forth a guide to understanding boards in their diversity without getting too lost in details and exceptions. We seek to indicate the two main dimensions along which boards distribute themselves and, thus, provide yardsticks by which boards can locate themselves *vis-a-vis* other boards.

Dimension One: The Central Nature of Board Involvement

The most important dimension of board performance is its general approach to its responsibilities. From our many interviews we have identified nine generalized types of boards (see Figure 2) with the full realization that many boards fall between and among these types and that some fall outside this typology entirely. In evaluating these types of boards, we place the "Over-

Figure 2.

Nature and Degree of Board Involvement in the Life of the Institution



all Policy and Performance Board" highest on the list based both on what we observed and on what we were told was almost universally considered to be the most satisfactory model.

We identify these nine types of boards in terms of their overall orientation to their conduct as follows:

1. The "Out-to-Lunch Board" follows the recommendations of the president in an automatic way and, sometimes, has been deliberately stacked by the president (in private institutions) for the sake of this result. It usually goes along with or may give rise to a dominating president.

2. The "External Cosmetic Board" serves as a "Good Housekeeping Seal of Approval." It is constituted of "names" that carry weight; these names may bring some money with them or encourage others to feel confident about their financial contributions. But the members are only marginally involved in the internal affairs of the institution and spend little time on them.

3. The "Ratifying and Reviewing Board" pays attention to its business but mostly to give its *pro forma* approval to specific recommendations and to be of assistance when asked; however, it does review performance, particularly carefully of the president, and it is prepared to step in if anything important goes awry. This category includes some very respectable boards, particularly in some Catholic institutions, whose members have full faith in the purposes and administration of the college and whose members are mostly concerned with expressing their approval and sense of goodwill. For such boards, membership takes on aspects of a form of worship, and the members are deferentially helpful.

4. The "Selected Policy and Performance Board" does not concern itself so much with the overall operations of the institution as with some segment or segments of them; for example, with agriculture in some land-grant universities, or with religious studies and the moral climate of the institution in some religiously oriented institutions, or with tuition income in some

private comprehensive colleges heavily dependent on the student market, or with athletic accomplishments in institutions with "big time" programs. In each case, these boards are concerned with the "bottom line."

5. The "Overall Policy and Performance Board" gives more or less equal attention to all major aspects of policy and of performance. It comes closest to the fully effective role of guardian. It does not try to administer. It respects the role of the faculty. It protects autonomy and academic freedom alike. It selects and supports able presidents. It concentrates on results. Such boards may appear to some critics to be a "rubber stamp" for the administration because there is little open controversy, but such an appearance reflects the fact, instead, that board members are doing their work very well and cooperatively.

6. The "Plural Presiding Board" shows the same concern for overall policy and performance but in a more interested participatory way and in more detail. At Harvard, it is "the President and Fellows" who take all official actions, the six fellows (including the treasurer) meet frequently (15 times a year) and are appointed for life. The president serves as the "most equal among equals" and chairs "the Corporation." More common is where the executive committee, or the chairs of individual committees, work so closely with the president and/or the top staff member in each field that a group presidency is approached. This type of board may intrude considerably on presidential turf—and members should realize this—but it can also be quite effective in serving the welfare of the institution.[1]

7. The "Emergency Participative Board" enters deeply into special situations, as many boards did in the 1960s, with the student disturbances, or in the early and middle 1970s, with the severe fiscal problems of many institutions. This can be more a phase in the life of many types of boards than a permanent form of conduct, although some boards may be more inclined to intervene than others—some keep looking for "emergencies," but

others may be too unconcerned or unassertive to accept this role except under dire circumstances.

8. The "Selective Administrative Board" delves into administrative detail in areas of special interest to some or most of its members; for example, intercollegiate athletics (when intercollegiate athletics are a dominant aspect of the institution), or legal affairs (when lawyers constitute a substantial segment of the board), or religious or moral affairs (when many members are ministers). Such boards go beyond concern with policy and performance and enter into detailed decision making.

9. The "Managerial Board" (which can also be called the "Administrative Board" or the "Custodial Board") directly handles across-the-board details on a regular basis. Such boards result in what one president identified as the "gofer" president.

This first dimension concerns what boards *do*. The next dimension relates to *how* boards act as political mechanisms.

Dimension Two: *The Conduct of the Internal Political Life of the Board*

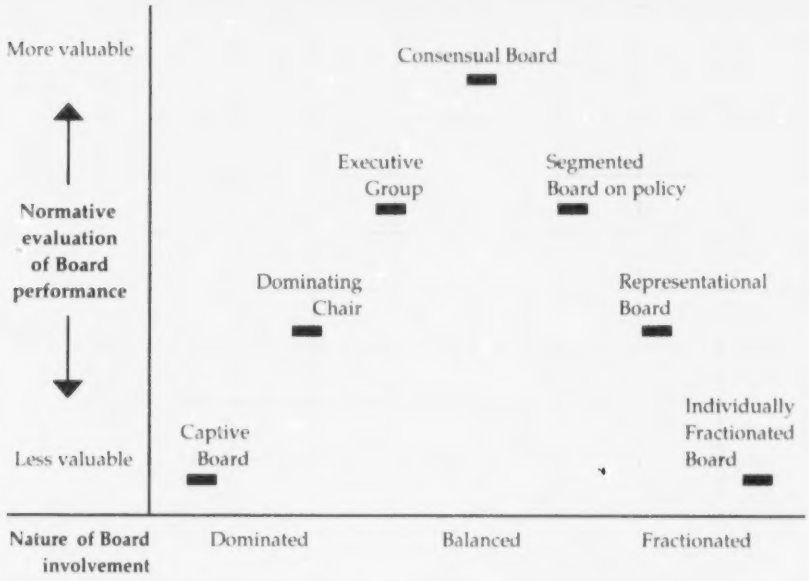
The second most significant aspect of a board is how it conducts its internal relations. Again, from our interviews, we have constructed a typology of boards along this dimension that comprises seven types (see Figure 3). Again, there inevitably is an intervening series of subtypes and mixed types. Here, our evaluation gives the highest marks to the "Consensual or Collegial Board" in which all members seek a consensus on what is best for the long-run welfare of the institution. This rating is based on what we were told by the many participants who expressed their evaluations and on our own evaluations.

We describe these seven types as follows:

1. The "Captive Board" is dominated by an outside authority—the governor, the sponsoring church, an economic interest group, the trade union of faculty members, a faction of the alumni representing the distant past—in each case demanding conformance to its wishes. Board members serve the wishes of

Figure 3.

The Internal Political Conduct of the Board as a Governing Agency



the dominating authority, which, of course, may also be their own individual wishes. Such a board is involved only to the extent of doing what it is told to do. It is "in the pocket" of its captor.

2. The "Board with a Dominating Chair" occurs when a single individual holds sway. This may be because of seniority, or of control of the appointment process for new and continuing members and for committee chairs, or of financial contributions, or of deep knowledge and conviction, or of friendships within the board, or even of sheer obstinacy.

3. The "Board with an Executive Group" rules largely unhindered by the wishes of other members. This governing group may form officially out of an executive committee or informally out of a small group based on personal friendships and mutual support (a "mafia"), or it may consist of members who live near the institution. Such a group may take power by default.

4. The "Consensual or Collegial Board" exists where members seek agreement wherever possible, where they practice tolerance of the views of other members, and where they set the welfare of the institution above private interests. Consensus may not always be found, but even when it is not, the members try to respect and be considerate of the feelings of others, and they rally around the chosen solution to the extent their consciences will permit.

5. The "Segmented Board" is divided by policy differences that coalesce into liberal or conservative or into propresident and antipresident groupings, and members of each group can count on mutual support.

6. The "Representational Board" has members committed to varied and conflicting external organizations that assisted with their selection as members. They also may have other close identifications. They represent more these several outside organizations than they do their own personal views or the welfare of the total institution. Representation often leads them into detailed actions.

7. The "Individually Fragmented Board" has members who go their own self-chosen ways based on political views, concerns for disparate elements of the institution, or other sources of controversy. We received many complaints about "single interest" trustees.[2] Personal or individual social agendas may lead to fragmentation, as do members interested in their own advancement—for example, in gaining visibility as a lawyer or insurance broker or in getting ready to run for political office.

These two dimensions alone, in their possible combinations, provide a constellation of 63 potential types of boards, ignoring all the in-between variations and the other dimensions on which boards might be measured. Some combinations are, of course, more common than others. Most common, fortunately, is (1) the Overall Policy and Performance Board, which operates (2) on a consensual basis—our proposed overall normative model. Some are less common—for example, probably nonexistent is (1) the External Cosmetic Board with (2) an internally fractionated membership—a combination that would constitute a basic contradiction.

The most common cluster is the one just noted—boards with overall policy concerns and with consensual operations. Most private and public research universities and selective liberal arts colleges fall in this cluster.

A second cluster is one in which overall policy concerns are advanced, in practice, by a formal or informal executive group, as in some private comprehensive colleges and universities.

A third cluster comprises Captive Boards with a special interest in selected policies—for example, policies relating to agriculture or an evangelical faith.

A fourth cluster contains a Ratifying and Reviewing Board operating in a consensual fashion, as in many Catholic institutions.

A fifth cluster shows a Managerial Board operating on a fractionated basis, as in many "populist"-type community colleges. Faculty members, in turn, are likely to be unionized.

A sixth common cluster comprises boards that pay selective attention to the college (reflecting current local community concerns) amalgamated with strong efforts at consensus. Many less selective liberal arts colleges and two-year private institutions follow this model. This combination applies also to many community colleges, particularly those with appointed, not elected, boards that follow the "collegial model."

The foregoing are general observations made with the knowledge of many exceptions large and small. These observations make the point, however, that boards should be understood with reference to more than one dimension and that institutional contexts vary enormously. The recognition of diversity is a first step on the path to understanding reality.

Notes

1. See Miriam Mason Wood, *Trusteeship in the Private College* (Baltimore: The Johns Hopkins University Press, 1985).
2. Robert Bellah has noted the tendency throughout modern American society for the "politics of interest" to replace "the politics of community." (Robert N. Bellah, Richard Madsen, William M. Sullivan, Ann Swidler, and Steven M. Tipton, *Habits of the Heart: Individualism and Commitment in American Life* [Berkeley, Calif.: University of California Press, 1985], p. 200.)

7
Additional Observations:

About Boards, Presidents, and Overall Developments

As we conducted our many interviews, we made a number of observations that fall outside the organized structure of presentations of the earlier chapters, and so we add them here as a supplement to help convey more of the complex reality. We organize these observations around the conduct of boards and presidents.

Boards in General

1. Colleges and universities are complicated institutions to govern with the following characteristics not duplicated in their totality elsewhere:

- faculty members who have tenure and share governance;
- consumers (students) who are organized and on the campus much of the time and who buy many "products" from the same source, as in a company town;
- a general "public" that (at least in the case of land-grant universities) includes every person in the state; and
- special publics that may include alumni, attached professions (such as medicine and law), attached industries (such as agriculture), attached spectators (for athletic and cultural events), and members of specially related religious faiths.

Some colleges and universities are private institutions with a public aspect; others are public institutions with a private aspect. They all are part of a vast student market, part of the worldwide intellectual community, and part of the public purpose. Boards cannot, and should not, equally reflect all these separate relationships, but they must be conscious of each and all.

2. Academic boards are significantly different from corporate boards. Forty percent of corporate board members are also operating officers of that same company; the president of the corporation often also chairs the board (80 percent of the time), thus combining roles usually separated in colleges and universities;[1] and the "outside" members of the corporate board are usually "inside" the sphere of influence of those who select them.

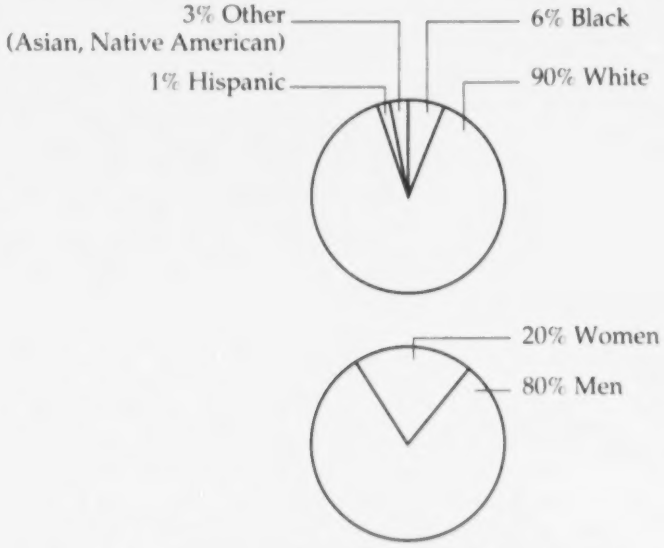
The many insiders on the corporate board police the policy-administration line. Corporate boards also need not consult all that much (as academic boards must with faculty), and they can give orders and expect to have them obeyed. Corporate boards additionally have more concrete data to work with and harder and more proximate bottom lines—as with profits. Fortunately, these insider-dominated corporate boards are checked by market forces that work also, but to a lesser extent, on the outsider-dominated academic boards. In lieu of the intensity of market forces, academic boards need to be more independent of management; they need to serve as a more active outside check and balance.

3. Many boards were once like "clubs" made up of "establishment" types but are now more like "rainbow coalitions." The members of the more aristocratic boards had certain advantages in having wider experience, more readily available time, more money, and more contacts. But their day is gone forever.

One consequence is that trustees of today are generally less helpful in fund-raising than were the old-time club members, and thus more of their responsibility in this area falls on the

president and particularly on his or her professional staff. Current trustees may also have, on the average, less influence in political processes than did the club members. This may be one reason respondents to our questionnaire faulted current boards on their fund-raising performances.

Board members are now drawn from more diverse economic and social strata of the population than they once were and in greater numbers from racial and ethnic groups, and there are more women members. Trustees are now composed as follows:



Source: AGB Special Report. Composition of Governing Boards, 1985, p.9.

4. Some sharp attacks are hurting boards. Some governors and many legislators consider public boards unresponsive to the needs of their states and lacking in leadership, as Frank Newman found.[2] Some faculties, and not only those unionized, seek greater control of governance. Presidents complain especially bitterly about boards that are fractionated politically and about

boards that want to run the show on a daily basis. But, presidents can only gripe and not attack frontally. Students, however, are more quiescent, barely holding on to the gains they made 20 years ago. The media, on the contrary, report more aggressively on campus scandals, and more authors write popular novels organized around salacious behavior on campus.

5. Many interviewees argued that the quality of members of many public boards had deteriorated; the "best" possible people are no longer so willing to serve in the more politicized situations of today, they said. Sunshine law procedures, restrictions on areas in which members of public boards can exercise their judgments, and in some places, public-disclosure requirements on investments are additional reasons interviewees cited for a reluctance to serve. One interviewee complained of the difficulty in persuading the "best" people to serve on boards of lesser known institutions along with less prestigious cotrustees. "The diamonds don't want to serve on a board with rhinestones," this interviewee remarked.

6. Many boards now have constituencies that have diverse, even antagonistic, interests—a public that wants law and order on campus and low tuition (and also low taxes!); a governor who wants more jobs created and more campus responsibility generally for serving public purposes; a faculty that wants more money and a bigger share of governance (and, individually, to be left alone); a president who wants strong personal support and full leeway to administer; an alumni body that wants the present to reflect what it thinks was the best of the past; and the media that wants headlines. The "one big happy family" seldom now exists—if it ever did—and there are few, if any, "Mr. Chips."

7. Board members should be aware that their personal and psychological situations are quite different from those of the president and that they have at least these reasons to be thankful they are not presidents:

- They are not on the direct firing line.

- They are several people, not just one, and responsibility is shared.
- They have final authority.
- They are hard to remove, and the president is easy to dismiss.

8. The board chair is truly the key person on the board. A good chair can make a good board and vice versa. One president told us, "A good board chair can be a major factor in making the job easier. By that I mean one who is available to listen, to act as a sounding board, to give advice, to be supportive, and never to undercut the president."

9. Boards make a great deal of difference—in particular, to the president, to the faculty, and to the level of public confidence. They make a difference in taking a broad and long-term view of the institution and in setting the tone of the enterprise and in ensuring good governance.

Boards by Category of Institution

10. The most mixed situations are among community college boards, among boards of private Liberal Arts II colleges, and among boards of two-year private institutions that range in each case from being viewed as very adequate to inadequate. This seems to reflect, in part, the quite varied geographic areas and supportive human communities within which such institutions so often operate. Some geographic areas are idyllic, and some are "combat zones," but most lie somewhere in between; and human communities also vary greatly in their characteristics.

The more an institution is an intrinsic part of a single defined geographic area and/or human community, as are frequently the institutions within these three categories, the more likely it is to reflect the diversified character of the geographical localities, and of the religious, class, and racial communities that characterize America. The more nationally oriented colleges and universities are less confined in their sources of students and in

the characteristics of their supporters. Consequently, they are less reflective of the nature of their immediate localities and of any single distinctive human community, much as they may also have their own individual characters based on other considerations. Boards of trustees of this group of institutions reflect the diversified geographic areas and human communities from which their participants are drawn and within which they operate.

The remarkable diversity of American colleges and universities is especially highly concentrated in the 800 Liberal Arts II and two-year private colleges; the composition, interests, and conduct of their boards of trustees reflect this. To a lesser extent, this is also true of private comprehensive colleges and universities.

11. The situations most subject to bitter criticism, we found, are in the following categories:

- Consolidated "superboard" systems in general, often so large and so miscellaneous in the composition of their institutions.
- Flagship campuses, especially in consolidated systems, such as Wisconsin and North Carolina (but not in these systems alone). These seem to be the unhappiest of all elite institutions, fearing that they will be forced into mediocrity and even believing they have been, whether this actually has happened or not.
- Community colleges in disintegrating communities where trustees must operate on the social firing line.
- Public colleges where governors have made irresponsible board appointments.
- Tyrannical, or at least suffocating, boards of locally oriented members in a few private Liberal Arts II colleges and in a few community colleges.
- Systems of colleges and universities of any sort, as compared with freestanding institutions.

Presidents in Relation to Their Boards

12. Boards and presidents each have something the other does not have. The president has staff, time, and knowledge; the board has authority.

13. As presidential terms become shorter, boards become more important in selecting and reviewing presidents and in providing continuity.

14. We found general agreement on what presidents can do to help boards:

- They can assist in selecting board members without seeking a "rubber stamp" board. They can identify needed skills for new board members and, in private institutions, recruit good people for trusteeships. Presidents of private institutions consider identifying and developing potential trustees a major function (over 90 percent say they help choose new trustees). Chief executives in public institutions are much less likely to become involved in trustee selection (less than one-fourth say they become involved).[3] Several interviewees, heads of public institutions, said they were hesitant to participate in any way in the governor's selection process because they were afraid disappointed candidates would be told, "But the president didn't want you."
- They can help to establish a good orientation program for new members.
- They can educate board members about their roles (but they should not be expected to discipline board members who do too little or too much).
- They can supply a good flow of information and alert board members promptly to crisis situations.
- They can provide a good agenda for meetings and well-supported and reasonable recommendations.
- They can ensure opportunities for board members to participate early in the process of policy formation.

- They can develop a good staff to serve the board.
- They can provide interesting meetings with opportunities for trustees to become acquainted with the people and activities of the campus.
- They can devise ways to conserve the time of board members.
- They can give board members a sense of appreciation for their assistance as well as a sense of accomplishment.
- They can make discreet suggestions to improve board performance.
- They can avoid crisis situations to the greatest extent possible.

Fortunately, only a very few presidents follow the policy as stated by one: "Treat board members like mushrooms—keep them in the dark and cover them with special nutrients."

15. The president of a private elite institution is devastated if he or she no longer has unified board support, while the president of a community college with an elected board is delighted if he or she has a three-to-two majority support on the board.

16. A few presidents, but more all the time, seem to wish to avoid responsibility as situations become more contentious. They may decline board membership, or they may decide not to vote even if they are members. They may decide not to send certain items to the board for a decision. They may blame the board when someone else blames them. They may allow the board secretary and the board's general counsel to take over as much of the agenda as possible, or they may put vice presidents and provosts out front to present the tough issues. Presidents may also avoid responsibility by welcoming union contracts (preferably negotiated by someone else) and grievance machinery (ending in third-party arbitration) to settle problems, or they may accept from the state without protest line-item budgets, state purchasing agents, state personnel rules, and state-selected archi-

tects. Finally, some may welcome court intervention and the use of outside police, or they may defer slavishly to the student market. Some presidents accept some or all of these courses of action, not out of a wish to play it safe, but either because such practices already exist and they just follow along or because, in principle, they view their proper role as more that of servant or facilitator than as leader.

Such approaches can create special problems for boards, for example, by forcing them to be more involved or more assertive than they otherwise might wish.

Overall Developments

17. Unionization of faculty has affected boards in several ways. It often adds a note of confrontation. Union leaders frequently seek to bypass the president and go directly to the board and/or to bypass the board and go directly to the governor or the legislature with their concerns. Some unions, as in California, have been successful in electing their representatives to the board and even, occasionally, in obtaining majority membership. Unions also frequently bring in independent grievance machinery that ends in third-party arbitration, rather than final decision by the board. Boards, of necessity, become heavily involved in the negotiation of contracts. Unions do also, of course, provide a partner with which to make binding contracts.

18. We had many good reports on how helpful AGB "mentors" have been in advising individual boards.

We also had several good reports on the constructive role in improving governance played by regional accreditation agencies.

19. Sunshine laws now exist in all 50 states. (For a list of states in order of "openness," see Appendix C, Item 4.) These laws mostly cover public institutions but also occasionally private institutions that receive public support, such as some in New York and Pennsylvania. They vary greatly in detail. Where wisely drawn, the laws serve the great public purpose of giving citizens

more information about the conduct of the governance and performance of the covered colleges and universities. As a result, the laws can help allay suspicions and assure the public that the public interest is being properly protected. Such laws also give governors (and legislators, in particular) greater insight into and, we hope, more confidence in lay board governance. At the same time, Sunshine laws also make some board members more conscious of the supremacy of the public welfare and of rules of proper conduct. They additionally have the effect of making it easier for higher education journalists to compete more effectively with their colleagues who report on sports and municipal politics.

When less wisely drawn, however, these laws can infringe on the rights of privacy of individuals and on the ability of boards of trustees to function effectively.[5]

Privacy is particularly important in handling personnel matters with proper consideration for the individuals involved. The degree of privacy also has an impact in selecting and recruiting presidents. Fifteen states now require that presidential searches in public institutions be subject to Sunshine laws.[6] The most desirable potential presidents who hold good jobs already will not let their names be publicly listed for fear of jeopardizing relations in their current positions unless they can be assured, sub-rosa and in advance, that they will be selected. Nor will they find a position so attractive if the review of their conduct and that of their spouses or other associates and even other family members will be subject to scrutiny before the TV cameras.

The ability of boards to function effectively depends on opportunities for members to have exploratory discussions about important policies without having to commit themselves in public before they have an opportunity to hear what their fellow members have to say in frank and open discussions. Other consequences of Sunshine laws are that some board members tend to say less than they otherwise would, that most talk to the press

and to the audience rather than to one another, and that controversies when they surface tend to become more personal and more exaggerated and more enduring.

We note that judges in their chambers are not subject to Sunshine laws in discussing their decrees, that governors and their cabinet members can explore alternatives in private, and that joint legislative conference committees, with few exceptions, can seek possible compromises in private. All decisions, however, should be and are made in public in each of these situations, just as they are by colleges and universities in the public sector.

The problem is not Sunshine laws per se but *excesses* in Sunshine laws.

Excessive Sunshine laws can lead, as one of the respondents to our questionnaire noted, to "moonshine operations." We note that where Sunshine laws are unduly restrictive, colleges and universities subvert them by doing the following:

- trimming board agendas to actions required by law;
- deciding matters in private on a one-to-one basis in advance;
- handling general review of programs and preliminary discussions of new policies under the guise of "personnel actions" (for example, under the heading of "review of the president");
- holding meetings at unattractive times and places (one interviewee said "by announcing to members of the press that no liquor would be served"); and
- using "advisory" committees and councils for the real discussions.

Reasonable Sunshine laws are the better alternative to going "underground."

Notes

1. *The Changing Board* (Chicago: Heidrick and Struggles, 1986), pp. 3, 13.
2. "In case after case we found that political leaders viewed boards as failing to exercise the needed leadership." (Newman, op. cit., p. 52.)
3. *The University and College President* (Chicago: Heidrick and Struggles, 1987), p. 8.
4. "Keep your trustees as fully informed as you can" was the advice of Laird Bell, the long-time and highly respected chairman of the University of Chicago board. (*Bulletin* of the Association of American Colleges [October 1956].)
5. See the discussion in Harlan Cleveland, *The Costs and Benefits of Openness: Sunshine Laws and Higher Education* (Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1985).
6. *Chronicle of Higher Education*, Almanac (September 1, 1988), p. 4. Those states are Alaska, Arkansas, Florida, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, North Dakota, Oregon, Tennessee, Texas, and Wyoming.

8

Evaluation of Performances:

I—A *Report Card By Participants*

As noted in Chapter 1, we sampled opinion about the conduct of boards of trustees via a questionnaire completed by board chairs, presidents, and faculty leaders—1,400 in total. The overall results are a strong affirmation of the fulfillment of the major roles of lay boards of trustees. The answers show, however, significant variations among types of respondents, among institutions, and by subject matter. In Chapter 9, we set forth our own observations, which differ substantially from what the questionnaires show, based on our many interviews. In this chapter, we choose to set forth first, however, what major participants think about their boards. (The views of the questionnaire participants deserve very serious consideration.)

The major findings discussed here are supplemented by Appendix B, which gives (1) more detailed statistical information, (2) a summary of handwritten notes by participants (remarkably, about one-third chose to supplement their more formal replies), and (3) information about the design of and participation in the survey. Some of the handwritten notes are real gems. We read, for example, that the board should be "the crocodile in the moat that protects the campus."

We note, in seeking to explain differences in the two evaluations of performance (Chapter 8 vs. Chapter 9), that questionnaires and personal interviews are two different forms of communication involving two different modes of thought. Evaluative

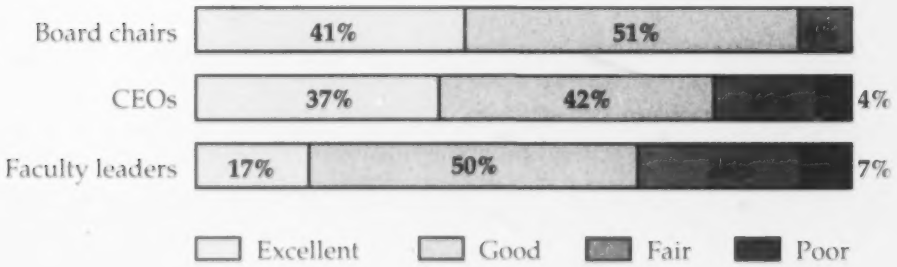
questions in a questionnaire are answered on a *comparative* basis—"good" or "bad" compared to what? And respondents think of their comparative experiences with governance of cities, states, the federal government, trade unions, corporations, school boards, and so forth. Universities and colleges fare comparatively well overall, and this leads to generally high marks also for the component parts within an ambience of overall approval.

Personal in-depth interviews, however, relate more to *absolute* standards of perfection—what could be done better? Americans tend to be quite frank about problems they perceive and to have high expectations about improvements that may be made. Interviews draw more than does a questionnaire on these characteristics. We note that the written comments on the questionnaires carry the same more critical themes that we encountered in the interviews.

So both sets of responses may well be correct: (1) boards of trustees of colleges and universities perform *comparatively* very well, but (2) they are not *absolutely* perfect and can stand improvement.[1]

Ratings by Participants

The ratings of overall board performance by participants constitute an overwhelming vote of confidence in the system of boards of lay trustees. The "overall performance of your board of trustees at the present time" is rated, in percentages, as follows:



We note that each of these categories of participants rates board performance "excellent" or "good" at a two-thirds or better level and that only one category (faculty leaders) shows as much as a one-third "fair" to "poor" rating of performance. Few American institutions could expect to do so well.[2]

The rankings, when viewed institutional category by institutional category, vary significantly. Private research universities rank highest in their ratings, and public doctorate-granting universities, public comprehensive colleges and universities, and less selective private liberal arts colleges rank lowest. But the spread from top to bottom is only 20 percentage points. The level of overall rankings by institutional categories (Carnegie Classifications—see Chapter 4) is as follows:

1	Private Research Universities
2	Private Doctorate-Granting Universities
3	Public Research Universities
4	Private Liberal Arts I Colleges
5	Private Comprehensive Colleges and Universities
6	Public Community Colleges
7,8,9	Public Doctorate-Granting Universities
(tie)	Public Comprehensive Colleges and Universities
	Private Liberal Arts II Colleges

The location of public comprehensive colleges and universities and of public doctorate-granting institutions, so far as they are from the top of the list, invites special comment. Many of these institutions existed for many years as state teachers colleges. As such, they came mostly under state boards of education, which also supervise primary and secondary education. These boards tended to homogenize the teachers colleges, including their curricula, and to administer in great fiscal detail. Most of these former teachers colleges have come a very long way in their academic programs and, to a lesser extent, in their degree of autonomy from detailed controls. However, some still carry a

residue of their sources of origin, as do those community colleges that started as grades 13 and 14 of the public schools. And some of these former teachers colleges are still struggling for faculty participation in shared governance, for presidential liberties from strict oversight by administrative boards and by state agencies, and for board concentration on larger policy issues.

The end-of-the-line ratings for public community colleges and for private Liberal Arts Colleges II reflect the diverse local situations of these institutions—some very good and some very bad, with the latter pulling down the average ratings.

Universally high commendation (80 percent rankings of "excellent" or "good" by all categories of respondents) occurs in these areas:

- provision of academic freedom;
- protection from special interests outside the institution;
- adequate support to the president;
- adequate role for the president in the area of academic policy;
- sufficient authority to the president to administer effectively; and
- the placement of the welfare of the institution above the personal interests of board members.

One area of significant specific criticism in all categories of institutions (25 percent or more of all participants giving a performance rating of "fair" or "poor") is the following:

- the board does not raise or secure adequate funding.

Significant criticisms by presidents and faculty leaders, but not by board chairs, comprise two concerns:

- the effectiveness of the review of the president; and
- a belief that the board does not understand and observe the line between policy and administration (in public institutions only).

Only one significant criticism additionally was raised by presidents:

- the board is too involved in administrative details (public institutions only).

Significant criticisms by faculty leaders include the following:

- arrangements are lacking for expression of faculty opinions within a system of shared governance;
- the board does not give serious consideration to faculty opinions;
- the board does not provide for the long-term welfare of the institution;
- the board gives inadequate concern to student welfare;
- the board is run by a clique or cliques;
- the board is too subservient to the president;
- the board does not select an effective president;
- the board is dominated by its chair; and
- the board does not adequately protect institutional autonomy (public institutions only).

In addition, considerable numbers of faculty members indicated that they wish the board included members drawn from the faculty and/or the students.

An important finding is the level of satisfaction by presidents of community colleges with boards that run systems of campuses, as opposed to those that run individual campuses. The former group (those with system boards) rate overall performance as excellent on a 38 percent basis, and the latter group (with campus boards) stands at 52 percent. This is a one-third higher level of satisfaction with campus-level boards than with system-level boards. Community colleges are the one category most evenly divided between system boards and single-campus boards. From our interviews, we conclude that the views of presidents within the community college category are fairly represen-

tative of viewpoints in other public categories as well. System boards are less likely to be a satisfactory form of governance, necessary as they may be. There is one exception to this rule. The CEOs of four-year systems give very high ratings to the overall performance of their boards, but campus heads do not.

Participants in systems believe there are some special problem areas (25 percent or more of presidents and faculty leaders):

- no clear division of responsibilities exists between system and campus;
- local campus boards are not effective; and
- too much centralization exists in the system (system heads, however, believe there is not enough centralization).

Presidents within public two-year systems have two primary criticisms:

- boards are too involved in administrative detail; and
- too many people take matters directly to the board.

Table 3 gives a summary of responses to our questions by category of respondents, but not by type of institution.

Our comments on the ratings by participants:

- The overall ratings by the participants are higher than our own. This may be explained not only by the different methods of contact previously noted but because our own expectations for board performance are higher than those of many participants. This, in turn, may be explained by the fact that we have a better knowledge base of what constitutes good performance, having seen so many excellent and good boards in operation.
- We note that participants sometimes rate overall performance better than performance in important specific areas. For example, faculty leaders rank overall performance very high, while expressing criticisms of board consider-

ation given to faculty opinion and to the long-term welfare of the institution.

- The high ranking for protection of academic freedom runs counter to much of the historical and ideological literature on the subject. The same can be said also for the degree of protection from special interests in the community and among alumni and donors.
- The president is in the best position to observe the conduct of the board; we place the greatest reliance on presidential rankings.
- Faculty leaders are in a less advantageous position to make judgments; and faculty members tend to have some hesitancy about the quality of any authority other than their own—and this goes a long way back into history.
- In particular, we note, as a basis for continuing faculty unrest, that faculty leaders give boards of trustees comparatively low marks on (1) raising money and (2) sharing influence with the faculty; these are two of the traditional areas of faculty concern with board performance.
- We note with some surprise the low ranking of board performance in fund-raising by all categories of participants, given the comparatively high and rising levels of funding for American institutions of higher education. On the record, the results have been good, and boards cannot be eliminated from among the claimants for some credit.
- The two categories of institutions that are the least homogeneous and where average rankings are thus the most meaningless are public community colleges and private Liberal Arts II colleges. Some in each category are more likely to rank very high and others very low in their evaluations of board performances.
- We agree that system boards inherently face more difficult problems of organization and operation than single-campus boards.

- We note overall, from both the questionnaires and the interviews, that board members often are self-satisfied and that presidents often are self-seeking, wanting the board to provide more money and otherwise to be left alone. Faculty leaders are similar to presidents in that they want boards to raise more money, but different in that they want more, not less, attention.

Although we question some specific aspects of participants' views, we note that this survey produces the same general conclusion as our own: A lay board of trustees is an excellent governing device in American higher education but is subject to improvement.

Additional notations on some quantifiable tests of performance

Boards, in addition to presidents, deserve to be evaluated on their performances in the long run and overall—not in the short term nor on a single action. Most of this evaluation will, of necessity, be nonquantifiable. Some quantifiable tests, however, are available:

The average length of term of the president. Current presidents have held office almost seven years in public and nine years in private institutions. More rapid turnover might indicate problems.

The average rate of attendance of board members at meetings. The national average is approximately 80 percent, except in boards of very large size.[3]

A balanced budget. The best boards produce a record of balanced budgets over a period of years, while maintaining the integrity of the endowment, the physical plant, and the library.

Costs per student compared with similar institutions.

The record of retention rates of students to graduation compared with comparable institutions.

Changing student qualifications or performance. These

include rising or falling scores on standardized entrance examinations, assessment instruments, and GRE and other scores for those seeking entrance into graduate school, as well as other institutional assessments of student performance. These should be compared to the institution's own historical record as well as with institutions with similar missions and clientele.

Voter turnout for trustee elections. As we indicated in Chapter 5, if fewer than 25 percent of those eligible to vote actually do so in a trustee election, it may signal that the institution is divorced from its basic constituency.

The degree of consensus on the board on important issues. A perpetually divided board creates unstable policy and a demoralized campus environment.

The percentage of time the board spends on major issues (policy, performance review) as compared with minor details.[4]

Notes

1. We are indebted to Martin Trow of the University of California at Berkeley, with long experience with surveys and interviews, for his observations about interviews versus questionnaires.
2. Within higher education, by way of comparison, presidents do not rate so well. A survey by The Carnegie Foundation for the Advancement of Teaching found two-thirds of faculty rate "administration" at their institutions as "fair" or "poor." (Reported in *The Chronicle of Higher Education*, vol. XXXI, no. 8 [October 23, 1985], p. 22.)
   Victor Baldridge and Associates, some ten years ago, however, found that "About 60 percent of all faculty members possess a high degree of trust in their administrators. The majority believe their administrators are competent, share faculty professional values, and work to enhance the academic programs of the campus. There are some interesting differences among institutional types: the highest degrees of faculty trust are found in Elite Liberal Colleges (72 percent) and Private Multiversities (66 percent); the lowest were in

Community Colleges (54 percent) and Public Comprehensives (55 percent); the rest hovered at about 63 percent." J. Victor Baldridge, David V. Curtis, George Ecker, and Gary L. Riley, *Policy Making and Effective Leadership* (San Francisco: Jossey-Bass Inc., Publishers, 1978), pp. 12-13.

3. A 1986 study showed average attendance at meetings of public boards as 88 percent. The comparable rate for independent institutions was 78 percent. (Barbara E. Taylor, *Results of a National Survey of Board Characteristics, Policies and Practices*, op. cit.)
4. For an example of such an analysis, see James Gilbert Partridge, Julie Hurst, and Anthony Morgan, *Boards of Trustees: Their Decision Patterns* (Center for Research and Development in Higher Education, University of California, Berkeley, 1973).

Table 3.

*Summary of Responses to Survey of Board Performance**

Question 2: Board Performance	**Chairs**	**CEOs**	**Faculty**
Protects institutional autonomy	+	+	0
Provides freedom of teaching and research for faculty	+	+	+
Supports effective system of shared governance	+	+	−
Provides for long-term welfare of institution	+	0	−
Raises or secures adequate funding	−	−	−
Manages finances responsibly	+	+	−
Selects effective CEO	+	+	−
Effectively reviews CEO performance	+	−	−
Gives CEO adequate support	+	+	+
Seriously considers faculty opinions	+	0	−
Shows adequate concern for student welfare	+	+	−
Supports adequate role for CEO in academic policy	+	+	+
Understands and observes policy-administration line	+	0	−
Delegates sufficient authority to CEO to administer institution	+	+	+
Shows appropriate level of commitment and involvement	+	+	−
Question 3: Potential problem areas			
Board membership changes too fast	+	+	+
Board is too large	+	+	+
Board is too small	+	+	+
Board is dominated by the chair	+	+	−

	Chairs	CEOs	Faculty
Board is run by cliques	+	+	–
Too much infighting on the board	+	+	+
Board members too involved in administrative details	+	0	+
Some local trustees spend too much time on campus	+	+	+
Some trustees too interested in athletic programs	+	+	+
Board is politically fractionated	+	+	+
Board members put own special interests foremost	+	+	+
Too many people go directly to board rather than through CEO	+	+	+
Board too subservient to political authorities	+	+	+
Board too subservient to political ideologies	+	+	+
Board too subservient to large donors	+	+	+
Board too subservient to special community interests	+	+	+
Board too subservient to supporting church	+	+	+
Board too subservient to alumni	+	+	+
Board too subservient to CEO	+	+	–
Board not sufficiently devoted to welfare of institution	+	+	+
Question 14: Overall performance of board	+	+	–
Public institutions only:			
Question 10C: Effectiveness of local campus boards	–	–	–
Question 12A: Effectiveness of division of responsibilities between system and campus levels within institution	+	–	–
Question 13: Personal relations beteen CEOs at system and campus levels	+	+	–

*For full wording of questions, see Appendix B

Key: + = Overwhelmingly favorable. 80% or more: "Excellent" or "Good" on Questions 2, 12a, 13, 14; "Not too accurately" or "Not at all accurately" on Question 3; "Most are very effective" or "Most are fairly effective" on Question 10C.

– = Significant level of criticism. 25% or more: "Fair" or "Poor" on Questions 2, 12a, 13, and 14; "Very accurately" or "Fairly accurately" on Question 3; "Most are not too effective" or "Most are not at all effective" on Question 10C.

0 = Neither overwhelmingly favorable nor a significant level of criticism.

9

Evaluation of Performances:

II—*Our Personal Observations*

Our central observation is identical to that of the participants who answered the questionnaire: that boards of trustees, overall and most of the time, perform their essential functions with skill and good judgment and that they are a major asset to the functioning of higher education in the United States.

In some areas of operation, we found no major criticisms and only occasional complaints, and these areas are crucial to the daily operations of institutions of higher education. We found general satisfaction in the handling of the following:

- legal affairs;
- investments (political issues, such as South African investments, aside);
- buildings and grounds;
- budgets (with occasional but strong reservations in specific situations—that budgets were balanced by invading endowment or by neglecting library acquisitions or plant maintenance and that incoming presidents were not adequately told of the true budget situation before they accepted the position); and
- protection of academic freedom.

The last point is the most interesting. At some times in the past, boards were considered by some critics to be the chief threat

to academic freedom. In fact, the American Association of University Professors was founded in 1915 in response to such threats at Stanford, Wisconsin, and elsewhere. But such threats now are rare. The courts, of course, have set standards for academic freedom, but boards of trustees have done so as well. At the very least, they have followed the policies of the courts.

We observe, however, from our interviews and other information, 12 areas where major problems do sometimes exist and where eternal vigilance is the price of good conduct in the long run.

1. **The care of the presidency** is particularly in the hands of the board, and the presidency is the most important single position in a college or university. A board cannot perform much better than its president, although it can be a good deal worse. The report of the AGB Commission on Strengthening Presidential Leadership, *Presidents Make a Difference*, found a deterioration in the attractiveness of the presidency and a rising rate of turnover among presidents, with about one-quarter of the presidencies in trouble at any moment of time. Reasons cited for this deterioration were dissatisfaction by the president, by the board, by some other major constituency of the institution, or by two or all three of the above. The commission found frequent problems in maintaining an effective and attractive presidency, in searching for a new president, in supporting the president and his or her spouse, in carrying on review of the presidency, and in handling the president's exit. Recommendations for improvements were made. (See Appendix C, Item 5, for selected recommendations.)

Boards should realize that when they evaluate a president's performance they are also evaluating their own performance in selecting, advising, and supporting the president. Also, they should realize it is harder for a good president to survive a poor board than for a good board to survive a poor president.

2. **Drawing the lines between what the board does and what the president and other administrators do** is a delicate

and often controversial matter—what is "policy" to one person is "administration" to another and vice versa. Drawing such lines currently is a lively controversy in many places—at least from the point of view of presidents as they expressed their complaints to us. The realistic rule is that "policy" is whatever interests any significant number of board members or any one powerful member—for example, the chair. The standard accepted rule, however, is that policy affecting several or many individual decisions belongs to the board and that individual decisions within policy belong to the administration. But this is an overly simplistic definition.

Some policy in areas of relatively minor importance is best made by the administration—for example, in setting detailed rules, regulations, and procedures. Some individual decisions of major importance are best made by the board. Examples include the appointment and review of the president; the appointment of vice presidents on nomination by the president; the acceptance of architectural plans for significant buildings; the naming of buildings and professorial chairs; the selection of individuals to receive honorary degrees; the actions to be taken on important legal cases, on collective bargaining, and on large investments; the purchase and sale of property; the approval of major contracts; and rulings on internal judicial cases that reach the board level.

What seems to work best is (1) to have a general set of rules stating what is handled where—specifically by setting forth the decisions that are to be made by the board with everything else handled by delegation; (2) to handle borderline cases through information to and consultation by the president with the board chair, the executive committee, or the chair of the appropriate committee; and (3) to refer any controversies to a committee on governance (as later proposed), and not to allow these controversies to fester.

As a practical matter, the president needs to accept the fact that anything that receives adverse media coverage calls, at least,

for information to and consultation with the board. At most, these items become "policy."

The extent to which many boards seemingly go beyond policy concerns was shown by a study of 19 boards of four-year institutions.[1] Decisions were divided into three categories: (1) the legislation of major policy, (2) the determination of subpolicies on rules, procedures, interpretations, and exceptions, and (3) operational decisions. Of all board decisions, 7.5 percent were found to fall under the first group, 36.7 percent under the second, and 41.9 percent under the third, with 13.9 percent uncoded. The 41.9 percent (or nearly half of the coded decisions) is where the major problems lie. Boards were spread from 6 to 60 percent in this third category, showing the great range from a policy board to an overall administrative board. However, with the average at 50 percent, most boards in the sample were at the administrative end.

It bears repeating that some operational decisions are of sufficient importance to warrant board action and also that boards do learn a great deal from the flow past them of specific decisions—about the competence and good judgment of the administration and about the institution in general. However, the comparative distribution of attention also reflects the greater sense of competence of many board members with details than with policy making. In addition, some members prefer or find it comfortable to advance specific concerns that attract their attention or are brought to their attention by interested parties. Such focus on detail slows the flow of business, encourages end runs around the president (and generally diminishes the presidency) and around policy, and draws attention away from policy and from review of performance.

We received in our interviews more complaints in this area than in any other. The complaints crossed all types of institutions but were concentrated particularly on elected community college boards of the fractionated or representational type, as are increasingly common in California, for example.

The most important point is that concentration on detailed operations should not get in the way of time and attention to policy and review of performance, nor should it serve as an excuse for avoiding the major responsibilities of the board. The next most important point is that it is better for a board to see too much, if only for informational purposes and as a base for review of performance, than to see too little. This can be handled, in part, by an informational agenda.

Boards are more likely to delegate adequately when they have a good system of performance review.

3. **Adequate staff service to the board** is essential, but poor service is the source of fairly frequent complaints by board members. Good staff service includes the following:

- comprehensive orientation programs for new members, both to the institution and to the appropriate roles and behavior of board members;
- preparation of a carefully crafted agenda that has clear recommendations, is delivered at least a week in advance, and provides for a smooth flow of the business of the board (the agenda should indicate which items are for information, which are for discussion, and which are for action—including a consent agenda);
- informal discussions before board meetings by the president and members of his or her staff with the board chair and/or the chairs of the appropriate committees of topics that may be controversial—this is particularly important in Sunshine law states;
- creation of opportunities for the board to discuss all major policy issues well in advance of any action to be taken;
- careful advance consultation by the president or by members of his or her staff with elements on the campus—faculty senate, student leaders, academic officers, for example—especially concerned with an issue and in the spirit of shared governance;

- a good system of feedback to concerned constituencies of actions taken and reasons for them—with special reports to faculty, students, alumni, or parents as circumstances may warrant (even unwelcome decisions are more easily accepted if affected groups and individuals believe their concerns were heard and seriously considered by the board);
- a good flow of information from the president's office between board meetings about developments of special concern to board members and, particularly, prompt information about any crises (As one respondent to our questionnaire wrote, "The board should be warned about the coming lightning before it is startled by the thunder.");
- preparation of reports to the board on what has happened as a result of important prior board decisions;
- careful planning of board meetings to allow opportunities for board members to learn about important facets of the campus, to meet members of the campus community, and to become acquainted with one another socially; and
- development of means to express the appreciation of the campus community for the time and other contributions of board members.

We received particularly strong complaints about lack of effective orientation for new members, about members being taken by surprise, and about lack of informal discussion well in advance of action on major policy issues.

Responsibility for providing some of these staff services usually falls to a board secretary. This person might be full time or part time in the job. He or she might have substantial staff support or, possibly, none at all. The secretary might report to the board chair, to the president, or to both. However, a 1985 survey found that only 20 percent of secretaries report only to the board. The more frequent pattern is for the board secretary to work part time in that position while holding some other assignment in the

institution. Vice president, assistant to the president, and executive assistant are common titles. The position also may be combined with public relations, fund-raising, governmental relations, or even a faculty position. In these cases, the secretary may report both to the board and the president (20 percent of all cases) or, more frequently, primarily to the chief executive officer (60 percent of all cases).[2]

Responsibilities of the board secretary vary widely. Almost all, however, help plan board and committee meetings, mail agendas and supporting materials, and prepare, index, and preserve board minutes and policies. Many assist trustees with travel arrangements and help them remain up to date on institutional and higher education developments (for example, by sending them press clippings or *The Chronicle of Higher Education* on a regular basis). Also, the board secretary, ready or not, may be expected to find scarce tickets to an important athletic event. One board secretary described herself principally as a "facilitator." Some secretaries take primary responsibility for including former trustees in the life of the institution. Secretaries also play a special role in orienting trustees, at least to ensure that new members are provided with more than "a copy of this and a copy of that, and call me if you need me."[3]

We found that it seems to work best if the board secretary reports on activities for the board directly to the board chair. These activities should be clearly defined. Of course, the secretary should not be expected to "tattle" on the president. Furthermore, it is best if the secretary does not come to administer those activities of greatest interest to board members, such as intercollegiate athletics. The board secretary, vis-a-vis the president, often must perform a delicate balancing act. We found a few situations to be intolerable. The best board secretaries are models of discretion, diplomacy, and devotion to duty—and there are many of them.

4. **The appropriate sharing of governance**, particularly with the faculty, is crucially important. The basic rule is that such

sharing should be "enough" but not "too much." "Enough" includes faculty control of the essentials of academic life—both teaching and research—subject to overall board policy and to review of performance, without which it becomes "too much." Faculty responsibility for teaching and research includes admitting individual students, awarding grades and degrees, approving and conducting courses and departmental curricula, overseeing instruction, and selecting and conducting research projects. The faculty also has the right to advise on all appointments to the professorial staff and all promotions. It is very unwise to appoint or promote without faculty consent, although the president and the board have considerable leeway in setting high standards for appointments and promotions, including asking for reconsideration of recommendations that they consider marginal. The faculty additionally has the right to advise on the creation of new departments, new schools, and new research centers and on the appointment of officers with academic responsibilities.

The board and the president, however, also have their rights.[4] These include approving general admission policies; new departments, schools, and research centers; assessing the quality of professorial appointments and promotions—to the extent they wish to exercise this authority; and generally reviewing performance within the academic programs. This includes the right to be informed about the programs, the right to warn about their perceived deficiencies, and the right to commend and to support superior performance.[5]

It is very unwise to go as far as the "Ruml report,"[6] which became the book of reference for many trustees in the 1960s. Trustees liked to hear that they should act "with courage and with wisdom" (p. 94). But it was unwise to say that "the responsibility for the curriculum remains of necessity with the trustees," because "the faculty is not competent to make the judgments and evaluations required to design a curriculum in liberal education" (p. 7). It would have been wiser to say that such a curriculum can

only be devised by the faculty—but by the faculty with acceptance of leadership by the president or provost or academic dean, and with interested encouragement by the trustees. The general theme of the Ruml report was "take back" (p. 13), including control of the work load of the faculty, the size of classes, and the calendar. The only consequences of this report were trouble.

In general, it is better to consult too much than too little and to respect the faculty too much than too little. It is also important to realize that trustees have only a "slippery handle" on "educational programs."[7] However, in practice, they have occasionally given away too much oversight, rather than not enough.

5. One area often neglected by boards, we found, is **the requirement for and careful review of long-range academic, physical development, and financial plans,** and the integration of the three. This requires leadership by the president in preparing the necessary documents in a coordinated approach and with faculty participation. Sometimes, however, boards must push to get presidents and faculties to undertake the necessary and difficult preparatory work. Many boards seem greatly to prefer giving attention to the immediate and the detailed, which are easier to grasp and involve less risk of controversy or grave mistakes.

A second frequently neglected area is the academic performance of the institution. In comparison, board members are more likely to feel competent and to have less of a sense of challenged responsibility in the financial, legal, and property areas. The board is less likely to neglect the academic area if it selects a president with concern for academics and if it encourages the president to express this concern. It appears that only about 20 percent of current presidents give substantial leadership in the academic area.[8]

The current and, we believe, prospective emphasis on accountability and assessment of institutional performance offers opportunities for boards to strengthen their planning and review

functions. Assessing how well an institution is progressing toward its goals, both academic and financial, is an integral part of the planning process.

6. Boards of trustees have a special responsibility for the **renewal of the institution**,[9] to see that it advances properly in accord with the needs of society in general and its students in particular, and that it keeps up with its competition. A board can ensure this by asking periodically for information on and discussion of new problems facing the institution, of developments at similar institutions, of the comparative performances of students and faculty members, and of the observations of accrediting agencies, among other items, if not already arranged for by the president. A board can also establish a policy of periodic review of any old activities that might be eliminated for the sake of adding new activities.

7. Boards of trustees (and academic communities more generally) have **difficulty in handling crises and in managing change**. Crisis and change put heavy pressures on the academic system, which relies so heavily on advance consultation and on consensus—a system that relies upon being able to take time to make decisions. Crises tend to inflame the passions endemic on campus and in its related communities. The circumstances of change place in stark opposition those committed to heritage (and academic institutions are by nature conservative about their own affairs) and those committed to change (and academic institutions often have more than their share of utopians who want all or nothing).

The academic community, compared with churches, trade unions, and corporations, for example, is particularly vulnerable to trouble during times of crisis and change. There are several good reasons:

- In a world of discourse, freedom and opportunities exist to debate intensely and insistently about what should be done on the campus.

- A wide span of opinion exists on campus from political right to left and from adherence to heritage (older alumni) to criticism of the status quo (students).
- A broad range of alternatives is likely to be conceived and considered on campus given the great capacity for imagining diverse possibilities and the lively intellectual explorations that occur.
- Disagreement is at the heart of campus life. It is a world of disputation, and the costs of disagreement are generally low, and the time limits for solutions tend to be flexible.

The academically elite institutions are the more vulnerable, for they tend to have the most activist and self-confident students and faculty members with the best chances to attract public attention.

These characteristics of academic communities help to explain why presidents (and boards) often seek so desperately to avoid crises and to escape major changes. These characteristics also explain why it is wise, if possible, to have and to preserve good procedures and workable relationships in handling disputes.

The greatest tests for many institutions come with crises and with consideration of basic changes. We have observed that crises are best handled where mechanisms in the board (such as an executive committee) and also in the faculty (as the well-established and respected executive committees at the University of Chicago and the University of Michigan) already exist or are created. The point is to have accepted mechanisms for quick consultation and decision making where necessary. We have also observed that basic change is best handled if it is scheduled over a substantial period of time and if all interested parties are given a chance to present their views. A prudent course is to attempt only one or a few changes at the same time—although the times and circumstances do not always permit such luxuries.

Major crises, even some explosions, may still lie ahead, particularly over the opportunities for and treatment of disad-

vantaged minorities and of women as well as over backlashes to remedial efforts.

8. **The politicalization of the college or university** is a serious and unresolved problem or series of problems. It can come from the selection, usually by election, of ideological radicals on a board (right or left), as has happened in Colorado. It can also originate in the use of the board by the governor as a political platform, as has happened in California. Further sources are the attempts by students or academic staff, or usually both together, to utilize the campus to seek political changes in the policies of the surrounding society, sometimes using methods that challenge the law, as has happened in many places.

We have already commented on the selection of board members. We also have observed in our many interviews that boards in vulnerable positions can benefit by understanding in advance (1) how they will act to contain external political interference, (2) what they will permit by way of use of the institution's name, facilities, or operations to advance political causes by internal groups, and (3) how they will guarantee equal access to the campus as an open forum in the face of any faculty and/or student efforts to impede such access on the basis of political convictions. To the extent possible, boards are wise to seek reasonable rules and mutual understandings in advance.[10]

The general experience is that academic life, with its emphasis on the rational, on tolerance, and on the measured examination of what is true, does not mix well with the passionate and urgent advancement of what some members of the community consider to be "for the good" in the political arena.

9. **The centralization of coordination and control within public sectors of higher education in most of the 50 states is a growing problem with vast implications.** We have chosen to devote the next chapter to the complexities and dangers of this development, but we list it here because it is among our 12 areas of special concern.

10. **A slow erosion has been taking place in the positions of boards of trustees**, and this erosion is now reaching a point of concern in some institutions—and even a point of no return in a few. We do not agree, however, with the overall observation that "trustees have become quiescent and docile at most institutions."[11] We did not find this to be the case except in a few institutions in the private category.

Some of this erosion has been of necessity: As institutions have become larger and more complex, more decision-making responsibility has evolved into the hands of the specialized administrative staffs. As knowledge has become more specialized and more in-depth, more reliance has had to be placed on the judgment of faculty members in academic affairs. As higher education has become more central to society, governments have taken more interest in the justice of admission policies for students and recruitment policies for staffs. As competition for students has become more intense for many institutions, the demands of student markets have become more irresistible. And in public institutions, as gubernatorial and legislative staffs have grown in size and in competence, they have often taken more interest in the details of budgets and operations.

But some other intrusions are less necessary. At the moment, these intrusions come particularly from two sources. First, some governors are taking more interest in higher education for political and, more commonly now, for economic reasons. They want higher education to make more of a contribution to job creation. This is all to the good, within reason, but it can lead to skewing the missions of colleges and universities too much toward production-related programs. Potentially, such treatment of higher education transforms it into a line department that is given orders and where academic officials are treated as though they were cabinet officers, as was recently observed in Oregon.

Second, the other main source of intrusion is that faculty on a few campuses seek full control over the appointment and

review of campus heads and even veto power over the selection of board and board committee chairs. From these two sources, efforts are being made by some to reverse two wise and time-honored policies:

- *By some governors*—from the rule that the governor should be quick to help and slow to interfere,[12] to the opposite—slow to help and quick to interfere.
- *By a few faculties*—from the rule that presidential appointment and review should be by the board with the advice and consent of the faculty, to its opposite—by the faculty with the advice and consent of the board; also, from the rule that the board is the ultimate authority, to the view that it must, instead, be supervised.

A further difficulty that gives rise to an erosion of board responsibility is the widely perceived deterioration in the quality of appointments to many public boards, as reported to us in our interviews. And Frank Newman, in his excellent survey of the relations between the states and the universities, recently found: "In case after case . . . that political leaders viewed boards as failing to exercise the needed leadership—despite the fact that they generated the board appointments and often inadvertently were themselves a force that undercut the board's ability to function."[13]

Less than adequate appointments result in less than adequate leadership by boards, which in turn leads to board appointments being less attractive to fully qualified individuals. This downward spiral leads to more interference by the states because of the perceived lack of leadership on the boards. Governors and legislative leaders and their staffs are quick to step in to fill any vacuum created by inadequate board performance—including any vacuum they themselves helped to create. In the American system, some person or agency will always step in to do what needs to be done. If not the trustees, then someone else—the courts, the faculty, the governor, the legislature. Lay trustees lose

by default, regardless of whether the basic problem of their inadequacy is their responsibility.

The general experience is that power flowing out of boards of trustees does not go primarily to top administrators, although this can happen, especially in multicampus systems without campus boards where power may become highly centralized in the office of the campus head. On the whole, however, it is the boards and the top administrators who collectively lose power, as other power centers both inside and outside the institution gain at least an effective veto over policies and operations. As we noted in *The Many Lives of Academic Presidents*, the increasing number of groups or power blocs, both inside and outside the institution, that can veto any important action has multiplied rapidly in recent years. "The results of all this are that fewer decisions can be made because of more veto power; that those decisions that can be made are made more slowly due to extensive consultation and confrontation; that there is less of a central vision for the institution and more of a congeries of competing visions; that 'nobody is in charge,' to use a phrase of Harlan Cleveland's; and that governance is shared and contested at so many places that nobody can be fully in charge—although the president can be held responsible since blame is not shared so widely as power."[14]

We recognize, of course, that there has been an erosion in the authority of and respect for many American institutions, and for their leaders, and not for colleges and universities alone. John W. Gardner has observed that "our beloved pluralism places special burdens on leadership."[15]

Erosion of the position of boards of trustees takes several forms:

- **Erosion of authority.** Governors and legislators pass more controlling laws. Budgetary coordinating councils assume authority over budgets. Courts exercise less restraint on entering into what were once the internal affairs of colleges and universities.

- **Erosion of participation.** Because institutions are becoming larger and more complex, boards necessarily delegate more decision-making authority. Members also have less contact with and knowledge about actual activities.
- **Erosion of effectiveness.** This may occur under the influence of excessive Sunshine laws—for example, in the selection of presidents. It also may occur under conditions that result in boards "failing to exercise the needed leadership," and under selection procedures that fail to produce fully competent and dedicated trustees.

Corrective measures can be taken, where necessary, including the protection of the autonomy of institutions, board provision for fully effective presidencies, and reasonable Sunshine laws, among others. But, "in the end, the authority of boards of trustees will be sustained by the quality of those chosen as members, by the wisdom of their actions, and by their willingness to serve the general interests of the public while protecting higher education."[16]

Overall, higher education must determine (1) how much more autonomy institutions can afford to lose and (2) how much more internal influence boards of trustees should abdicate or be forced to forgo. The two questions are related. A board of trustees with too little internal influence is weakened in its external defense of institutional autonomy—weakened in its argument that it can care effectively for the public interest without additional external interference. All elements of higher education need to be concerned with which way they want this relationship to go.

We see a particular threat in the public sector of higher education in the gradual but by now significant shift from independent guardian-type boards to politicized representational boards. Direct public control through governors and legislatures may easily come to appear to be more protective of the overall public interest and more subject to an effective system of checks and balances than a system of local boards representational of

different special interests varying by time and place.

The governing board, at whatever level in the public sector of American higher education, may well be the Achilles heel in the system of governance inherited from history—becoming too layered by controls above, too far removed from on-campus actualities below, and too ineffective within itself.

The participants in the questionnaire were most concerned about the lack of adequate fund-raising by boards of trustees. We are much more concerned, instead, with the reduction of influence internally and externally by boards.

In 1963, S. V. Martorana raised the question of whether there was beginning to be an "erosion of board control and authority."[17] Twenty-five years later, we can now answer that question.

11. In considering all these circumstances, we conclude that **the governance of individual institutions of higher education needs more constant and explicit attention** than it now receives by boards of trustees. The usual arrangement is to have a nominating committee that nominates new members (in the private sector) and board officers and committee members (in the public and private sectors). This no longer appears to be all that is needed at many institutions. A committee on governance, in addition to these nominating responsibilities,[18] might address a number of the issues of governance, including the following:

- the quality of the presidency;
- the care of the president and his or her spouse;
- the relations of the president to the board chair and to the board;
- the determination of which matters should be decided by the board;
- the supervision of the orientation programs for new members;
- the quality of staff services to the board;
- the nature and quality of shared governance;

- the degree and quality of the attention of the board to long-range policies, to review of performance, and to renewal of the institution;
- the ability of the board to handle crises and to manage change;
- the policies and rules governing the use of the institution for political purposes;
- the distribution of board responsibilities within systems; and
- the defense of the autonomy of the institution and the preservation of the influence of the board.

Such a committee also might serve as the reviewing agency for the appointment, on nomination of the president, of vice presidents and, perhaps additionally, to nominate possible board members informally to the governor or other appointing authority. The committee, at least, might suggest the skills and sensitivities most needed.

When the board is very small, the board as a committee of the whole might take on these assignments.

The chief purpose of a board is more to provide for good governance than it is for itself to govern in detail. "It is more important for the board to provide for effective governance than, as it once did, for it to govern; it should spend more time on governance and less time on governing than it has historically. The board should neither abdicate its responsibilities to external or internal forces, nor bog itself down in the details of administration. It should not run the college, but it should assure that it is well run."[19]

12. In all cases, boards need a **sense of internal discipline**, in part because their legal authority is so great and in part because they set the standards for the conduct of the entire institution. Such sense of discipline is basically supplied by the good judgment of the individual members and is often supported by the traditions of the institution and the checks and balances sup-

plied by other elements of the related communities and by public scrutiny. Senior members have a special responsibility to act as models of good conduct for newer members; a good orientation program that stresses standards of conduct also can help. When discipline is not adequate, the board chair bears the responsibility for ameliorative actions; it should not be left to the president to discipline members of the board. If it is the board chair who gets out of line, then a committee on governance has a role to play. Self-discipline is the first step in using authority well.

We conclude by observing that the boards that appear to operate most satisfactorily in the long run and that most secure the support of other segments of the academic community have these characteristics:

- **Self-discipline** in confining their activities to their areas of special responsibility and competence. Their members place their corporate roles of trust above their individual interests.
- **Acceptance of responsibility**, rather than scapegoating administrators, faculty, staff, or students.
- Provision of **a model of good conduct** for the entire academic community—a model of interest in the whole community, of tolerance and goodwill toward all members of the community, of interested and considerate consultation, and of sincere efforts at achieving consensus.

The words we most often heard about the criteria of board performance were "commitment" and "integrity."

Notes

1. Paltridge, et al., op. cit.
2. Results of the survey are reported in Bonnie M. Smotony, "A Secretary Is Not Necessarily a Rose," *AGB Reports*, vol. 28, no. 6 (November/December 1986), pp. 33-36.

3. Speech by Vernon Roberts, board secretary at Kent State University, at Seminar for Professional Staff/Board Secretaries, Association of Governing Boards 1987 National Conference on Trusteeship (March 22, 1987).
4. For a discussion of how trustees may appropriately be involved in academic affairs, see Richard P. Chait and Associates, *Trustee Responsibility for Academic Affairs* (Washington, D.C.: Association of Governing Boards of Universities and Colleges) 1984.
5. Walter Bagehot described the powers of the Englisn monarch as follows: " . . . the sovereign has, under a constitutional monarchy such as ours, three rights—the right to be consulted, the right to encourage, the right to warn." (*The English Constitution and Other Political Essays* [New York: D. Appleton & Company, 1907], p. 143.)
6. Beardsley Ruml and Donald H. Morrison, *Memo to a College Trustee* (New York: McGraw-Hill, 1959).
7. Morton A. Rauh, *The Trusteeship of Colleges and Universities* (New York: McGraw-Hill, 1969), p. 21.
8. Clark Kerr, "Liberal Learning: A Record of Presidential Neglect," *Change*, vol. 16, no. 6 (September 1984), pp. 32-36.
9. For a discussion of the importance of renewal in organizations, see John W. Gardner, *Renewing: The Leader's Creative Task*, Leadership Papers/10, (Washington, D.C.: Independent Sector, March 1988).
10. For an excellent discussion of general principles to guide such rules and understandings, see Alan Pifer, *The Board's Role in Dealing with Social and Political Issues* (Washington, D.C.: Association of Governing Boards of Universities and Colleges), 1988. Pifer believes, "The most important principle guiding board action on social and political issues is that of institutional neutrality." (p. 1) Also see, in particular, Martin Trow's commentary, "On a Board's Stance Toward Social and Political Issues: Trustees and the Open Campus," paper prepared for the Association of Governing Boards' National Conference (March 15, 1988).
11. George Keller, *Academic Strategy: The Management Revolution in American Higher Education* (Baltimore: The Johns Hopkins University Press, 1983), p. 28.
12. This was Daniel Coit Gilman's advice to state authorities in his inaugural address as president of the University of California in 1872.
13. Newman, op. cit., p. 52.
14. Kerr and Gade, op. cit., p. 143.
15. John W. Gardner, *The Changing Nature of Leadership*, Leadership Papers/11 (Washington, D.C.: Independent Sector, July 1988).
16. *The Control of the Campus: A Report on the Governance of Higher*

Education (Washington, D.C.: The Carnegie Foundation for the Advancement of Teaching, 1982), p. 74.

17. *College Boards of Trustees* (Washington, D.C.: Center for Applied Research in Education, 1963), p. 93.
18. Richard T. Ingram also suggests an expanded role for the nominating committee in "Organizing the Board," chapter 5 in Ingram, op. cit.
19. Carnegie Commission on Higher Education, *Governance of Higher Education: Six Priority Problems* (New York: McGraw-Hill Book Company, April 1973), p. 36.

10
A *Very Special Concern*

Which Way?
Consolidation and Control
vs. Autonomy and Competition

Recent Developments

The drift in the public sector of higher education, especially during the past 40 years, has been clear—toward consolidation and toward control.

Nearly 80 percent of students in higher education are now in the public sector. About 70 percent of these students are on campuses within multicampus systems that do not have their own governing boards. This total comprises more than half (55 percent) of all students in higher education. The students in this 55 percent are encompassed in 120 systems covering 1,000 campuses.

Fifteen of these systems cover all four-year and two-year public institutions in their states. No local campuses within these fully consolidated systems, except in Utah, can be said to have effective campus-level boards.

All public campuses and systems, except in four states and the District of Columbia, are now governed or coordinated by legal requirement at the statewide level. This total comprises 94 percent of all students in public institutions.

Increasingly, coordination is now "budgetary" (including a consolidated budget) rather than "advisory" (with separate

budgets for each segment and/or campus presented directly to the governor and legislature); voluntary coordination stands last (in the four states and the District of Columbia).

The freestanding public campus headed by a board of trustees fully under its own authority is now the exception (500 out of 1,500 public campuses). It once was virtually the universal situation, until change began about 1960. What we now see is the result of a revolutionary transformation over the past 30 years.

The discussion that follows is an elaboration of the ninth concern (which is "the centralization of coordination and control within public sectors of higher education in most of the 50 states is a growing problem with vast implications") briefly noted in Chapter 9.

The terms employed require explanation. The first three refer to types of "governance" by boards, and the last three to mechanisms of "coordination" at the state level.

Consolidated governance systems. One board covers all two-year and four-year public campuses ("fully consolidated") or one board covers all four-year public campuses, including research universities and other four-year institutions ("partially consolidated"), with separate arrangements for two-year institutions. These systems "govern" because they appoint chief executive officers for the campuses as well as for the system. These are often referred to as "superboards."

Segmental systems. Separate boards cover separate types of campuses, such as research universities, comprehensive colleges and universities, and community colleges.

Campus-level boards. These boards are "autonomous" where they have full authority over a single campus and are not covered by a system board (500 of them). They exercise "delegated authority," where they exist within a system but can make some decisions on their own (four states mandate such boards for their four-year institutions). They are "advisory" where they exist within a system but can only give advice, not make binding

decisions. Most systems have no campus-level boards at all.

Budgetary coordination. The state's coordinating council prepares a single budget for all public institutions for submission to state authorities.

Advisory coordination. A state advisory council advises on the budgets prepared by the individual segments and/or individual campuses.

Voluntary coordination. Any coordination that exists is provided by the institutions on their own initiative, or by some "planning" agency outside the budget process.

There are, of course, in-between situations that do not fit neatly into these categories. In the California community college system, for example, local boards appoint institutional presidents, but the state board has budgetary and curriculum authority as well as detailed personnel responsibilities.

Figure 4 sets forth the arrangements state by state. Table 4 sets forth the number of states and percentages of students covered by each category. It can all seem, and be, very complex and confusing.

We note that this tendency toward consolidation and control runs counter to the development in American national economic policy toward more competition and autonomy. This economic trend is present in most countries— even in the Soviet Union and China. The general governmental tendency in the United States has also been toward decentralization to the states and localities. This same contrary trend for higher education is also found in the United Kingdom, where the Thatcher government is privatizing the economy but is following a highly *dirigiste* policy toward higher education.

Why this trend in the United States in higher education? Two explanations are likely:

- The government does have a clear interest in centralizing and controlling some decisions, specifically over missions and over budgets, in order to make effective use of re-

sources and to be sure that all important missions are actually and fairly served. ("Missions" include general admissions policies for students.) Government also has an interest in effective review of performance.

- State authorities, specifically governors and legislative committees, find it helpful to hold one board and one chief executive officer accountable. They prefer to have to place or receive only one phone call rather than to have to deal with several or many competitive and combative institutions, their representatives, and supporters. This can be time consuming and exasperating. Some of the infighting, often highly counterproductive, can be kept out of the state capital.

Some Costs

These are both reasonable considerations, but there are some costs in the resulting consolidation and control, depending on how it is achieved:

- Individual campuses lose some of their autonomy; and the natural unit in academic life is the campus. The loyalty of students, alumni, faculty, and of nonacademic staff is to the campus—not to the system.
- Faculty-shared governance with face-to-face relations works best at the campus level. Unionization of faculty members is often seen as a way for faculty representatives to penetrate to higher levels of governance.
- Decision making becomes more bureaucratized, more based on rules and regulations and formulas, more delayed in its processes, and more attached to numbers than to faces.
- Leadership may be complicated. Who is the leader—the campus head, the system head, or the head of the coordinating mechanism? These leaders may feud over authority and over symbols. The life of the governor or the chair of a legislative committee may be simplified, but that of the

executive officers is not. Nor is that of their spouses. Leadership conflicts within higher education are intensified, and loyalties of faculty and staff are divided.

- The pressure on the system of lay trustees is intensified. Size and complexity add problems. Trustees must rely more on secondhand information than on firsthand knowledge. Thus, they must rely more on the staff. Some decisions must be given less time or must be neglected in their entirety in larger systems—for example, the architecture of new buildings or the qualifications for appointment of professional school deans and, in the largest systems, even of individual campus presidents.
- The distribution of power tends to be affected in the direction of the people who have the most time and the most staff and who are where the final decisions are made. Thus, power flows to the governor versus the legislature, to the president versus the faculty, and to the board chair versus the rest of the members.
- Higher public authorities tend to become less confident of the decisions made internally. They turn, instead, to independent ways of staying informed about and reviewing decisions.
- The bigger and more diverse the system, the more tendency there is for it to be heavily layered, particularly at the staff level, and for it to become top-heavy.

The very large systems constitute a special problem. Fifteen of them (see Table 5) with 243 trusteeships and with 2,496,900 students exceed in enrollments all of private higher education (2,478,000). Thus, 15 boards have responsibility for the same enrollment totals as do 1,250 private boards with 38,000 trusteeships. This means that each public trusteeship in these systems or the average has responsibilities toward 10,275 students versus 65 students per private board trusteeship, or a ratio of 158 to 1.

The responsibilities of the 1,500 trusteeships, which constitute the boards of the 120 public systems, are also very heavy. They cover about 6.5 million students (4,333 students per trusteeship, or a ratio of 67 to 1 compared with the average private trusteeship).

These ratios affect the degree of knowledge trustees can have of the totality of operations, the consequent value of the knowledgeable advice they are able to give to executive officers, and their ability to assure the public that they know what is going on. The ratios also affect the quality of trustees' decisions, which are based less often on practical direct contact than on political or economic considerations, ideologies, statistical data, or on what they are told secondhand by administrators.

An additional consequence is the tendency to concentrate on a few aspects of the institution where trustees feel confident and/or have a special interest or where there is an elevated public concern. The quality of trustee guardianship is clearly affected by the ratio of trusteeship density to students (and also to faculty). So many responsibilities and so many pressures are concentrated on so few people who know so little and who are so far removed.

An additional density ratio to consider is that of all public institutions versus all private institutions: 20 to 1. (See Chart 2.)

A *Range of Solutions*

Given the reality that some consolidation and some control are required, it becomes essential to consider how the advantages of such consolidation and control may best be obtained without unnecessarily exaggerating the disadvantages. As Robert Berdahl noted in his classic study of state systems, "The tensions and disagreements besetting the coordinating process are a lesser evil than either a return to the political jungle, where only the strongest institutions prosper, or a move to direct state administration, which could reduce higher education to mediocrity and uniformity."[1]

Based on our many interviews and discussions we have reached these conclusions:

- The state government, in relation to public institutions, should limit itself to budgets based on broad general formulas versus line items, to missions (including admission policies), and to review of campus performances. (Budgets include salary levels.)
- A mechanism should exist or be created to give an influential voice to the private sector in the making of overall higher education policy.
- Consolidated governance systems have special difficulties. They are necessarily larger than segmented systems. They also have the complexities of having to create and to police separate rules for separate segments on salaries to be paid, teaching loads to be required, size of classes, provision of space per faculty member and per student, distribution of research funds, standards for promotion, and much else.

  Research universities, four-year comprehensive colleges and universities, and community colleges require quite separate policies on these and other matters. The tendency within consolidated governance systems is to homogenize, because each type of institution looks so closely at one another. What the Chinese call the "red eye" disease of jealousy is particularly endemic within such systems. The research institutions are especially open to scrutiny, to attempted emulation, and to attack by all the other institutions; therefore, the research institutions become fearful.

  It also is hard to devise a mechanism where the private institutions can be given a voice to match the consolidated power of all the public institutions; the private institutions tend to be overwhelmed. However, this overwhelming power is one reason some public institution leaders favor the consolidated system. Another reason it is so they can face governors and legislatures on more equal footing.

The consolidated systems based upon two segments (research universities and four-year institutions) will, of course, be smaller and less complex than the three-segment system (with community colleges added). The differences between the two combinations are substantial in degree, but the problems are the same in kind. In each case, the trustees must constantly face issues of what should be alike for all and what should be differentiated. For all of these reasons, we have grave concerns about the trend toward consolidated systems, particularly those that are fully consolidated, but also those that are partially consolidated.

We advise consideration of the following possibilities:

- Advisory coordination, where politically possible, is better than budgetary coordination, from the point of view of higher education, because each segment retains greater autonomy, as does each individual campus (if any) being coordinated. At the same time, the governor and legislature can still obtain overall and coordinated advice. The great advantage of budgetary coordination, however, is that it is a stronger political alternative to the consolidated superboard, because it allows more reliance on one point of contact than does advisory coordination, where political authorities must still deal with the individual segments and/or campuses. Also, budgetary coordination does preserve (as does advisory) the governance authority to appoint chief executive officers by segmental and/or campus boards.
- Where budgetary coordinating councils exist, they are best limited to what the state government itself needs to handle—and no more (missions, budgets, performances). Where they are so limited, they do stand between government and higher education institutions protecting their autonomy against potentially more intrusive controls. The

big danger of budgetary coordinating councils, however, from the point of view of higher education, is that they may become too much the tool of the governor and too far removed from the academic community. Advisory coordinating councils, particularly if they have members drawn at least in part from the segments, are more likely to be closer to the academic community. They also are situated where they must seek the confidence of the state and of the institutions of higher education.

- Campus-based boards with appropriate delegated authority within systems should be considered, where they do not already exist, especially within consolidated systems and particularly for community colleges in any kind of system, because these colleges need to be close to their local communities. Campus-based boards can give more intense consideration than system boards to buildings and grounds issues (including architecture); to relations with faculty, students, alumni, and local communities; to fundraising; to the performance of the campus head; and to the appointment of officers below the CEO level. In the absence of such boards, the campus head may be too little advised by and checked by lay trustees. Faculty members sometimes feel the need for a local check and balance against what may otherwise become an "imperial presidency," far removed from the checks and balances of the segmental or consolidated board. The campus head, in the absence of these checks and balances, may become too headstrong and too arrogant—speaking of "my campus," "my faculty," "my resources." We received several complaints about such tendencies.

  As a general rule, whatever is delegated to the campus head might also be delegated to the oversight of the campus-based board. We note also that, in the absence of arrangements for campus boards, provision tends to be

made outside the system for local advisory councils, "foundations," or alumni councils to serve some of the purposes of campus boards.

- A majority of members of campus boards with delegated authority within systems should be selected by the superior board with final authority. (Other appointing authorities for local board members might well be the alumni association, the governor, the superintendent of public instruction, the local mayor, or the campus board itself.) This control by the central board over the selection of a majority of members is to prevent tendencies for campus-level boards to bypass the superior board in favor of higher authorities and to ensure proper coordination and conduct. The campus board should report its actions under delegated authority to the superior board. And the superior board should control budgets; the assignment of missions and approval of major new projects; the appointment and the review of each campus head, with the advice of the campus board; the review of campus-by-campus performances; the policies on legal affairs, investments, salary scales, distribution by ranks, accounting and auditing, and on shared governance with the faculty; and the relations with the state and with any unions.

We recognize that this advice runs counter to recent and current trends, but we urge that developments in accordance with it will give competition and autonomy, under the guidance of lay trustees, a better chance. This is a preferred strategy for the future; the trend toward more and more consolidation and control should be reversed.

Lewis B. Mayhew has observed:

"Overall, the professional critical writing about suprainstitutional organizations has a timid quality. It is as though the creation of such agencies were so inevitable that their performance should not be assailed with respect to essential matters for

fear even more highly centralized agencies would be created as a result of such criticisms. Not only does there seem to be a reluctance to criticize; there is typically acceptance of some need for supracampus organizations to accomplish long-range planning (good), ways of ensuring accountability (good if not carried too far), and rational allocation of scarce resources in a time of stability or even decline (good).

"Actually, statewide coordinating boards, consolidated boards of trustees, and multicampus institutions are vulnerable to a variety of criticisms, especially concerning achieving or maintaining quality, with respect to the three major purposes of education, research, and service."[2]

The most essential point in policy for the future is that each campus, to the extent possible, should be given a sense of important influence over its own destiny and an assurance that its own personality will not be coordinated and layered out of existence. At the same time, the individual campus should not court anarchy. The goal should be maximum local autonomy under lay guidance within a system of effective coordination—a difficult combination to achieve.

We place this emphasis on the campus-level board although we recognize that experience with such boards within systems has not always been satisfactory. The campus-level board has sometimes had little or no authority; consequently, it has attracted to its membership individuals who are satisfied with this situation. A special danger is to have a "do nothing" local council that has members attracted to it by a "do nothing" agenda, and then to call on it to, in effect, select a new president, as has occurred in the SUNY system.

In five states, among four-year institutions, campus boards of trustees or councils have duties set out in statute as well as delegated by the consolidated state or system board. These duties range from purely advisory opportunities to the ability to wield governance power in defined areas. The boards' responsibilities

variously include community relations, fund-raising, and acting in advisory capacities to the campus president. Local boards may also have responsibility for maintenance of buildings and grounds, selection of architects for buildings, student housing, parking regulations, student disciplinary regulations, student fees, and recommendation of mission statements and admissions standards.

In the State University of New York and in North Carolina, local boards play a strong role in the selection of institutional presidents, recommending candidates for appointment. Some also recommend capital and operating budgets to the superior board and, in some instances, have the power to transfer funds within campus budget categories. (Campus-level boards have been particularly useful in Utah among fully consolidated systems and in North Carolina within partially consolidated systems. See Appendix C, Item 6 for detail.) Many states, as in California, have a state board with supervisory authority over locally governed community colleges.[3]

John Corson, in his classic study, *The Governance of Colleges and Universities*,[4] said in 1975 that "Boards of individual [public] institutions will either be eliminated or their functions delimited and their status lowered in the years ahead. Only the private institutions will likely have boards of trustees by the year 2000." We are now halfway in time from 1975 to 2000 and approaching halfway in realizing this prediction.

A *Privatized System*

We favor for the long run that United States higher education be as privatized and as autonomous as possible under influential lay trustee control. Aspects of such a system should include the following:

- a strong component under private ownership;
- participation of the private segment in the overall determination of higher educational policy within each state;
- constitutional autonomy for public institutions;
- state control of the public segment limited to budgets,

missions, and review of performance—with budgets based on general formulas, not line-items;

- public institutions under control of influential boards of lay trustees;
- public institutions with campus boards that either have full autonomy or, when in systems, significant delegated authority;
- coordination of the advisory type and, if budgetary, limited to the same series of concerns identified for the state itself;
- no consolidated superboards, and particularly where they cover all three segments (i.e., research universities, four-year institutions, and community colleges);
- federal funds and, where reasonable, state funds distributed as grants or loans to individual students and as research grants to individual faculty on a competitive basis of need for students and of merit for faculty; and
- restrained Sunshine laws.

All this is based on the conviction that a system of higher education based on autonomy and competition will perform better than one based on increasing consolidation and control. One proof of this is the historical experience of the American system versus all others around the world.

Notes

1. Robert O. Berdahl, *Statewide Coordination of Higher Education* (Washington, D.C.: American Council on Education, 1971).
2. Lewis B. Mayhew, *Thoughts on the Restoration of Academic Quality*, Occasional Papers in the Study of Higher Education, vol. 1, Stanford University, Committee on Administration and Policy Analysis, School of Education (August 1982), p. 335.
3. Under the 1988 revision of the California laws related to community colleges, a vote of two-thirds of the local governing boards to disapprove a statewide regulation forces the state governing board to reconsider its action.
4. John J. Corson, *The Governance of Colleges and Universities*, rev. ed. (New York: McGraw-Hill Book Co., 1975), p. 270.

Figure 4.

Coordination of Higher Education in the United States

Consolidated board for all public institutions[1]	Consolidated board for all senior institutions; separate arrangements for community colleges/ technical institutes[1]	Budgetary coordinating councils[2]	Advisory coordinating councils[3]	No statutory coordination[4]
Alaska	Arizona	Alabama	California	Delaware
Georgia	Florida	Arkansas	Colorado	District of Columbia
Hawaii	Iowa	Connecticut	Indiana	Michigan
Idaho	Kansas	Illinois	Kentucky	Nebraska
Maine	*Maryland*[5]	New Jersey	Louisiana	Vermont
Massachusetts	Mississippi	Ohio	Minnesota	
Montana	New Hampshire	Oklahoma	Missouri	
Nevada	*North Carolina*	South Carolina	New Mexico	
New York[6]	Oregon		Pennsylvania	
CUNY	Wisconsin[7]		Tennessee	
SUNY	Wyoming		Texas	
North Dakota			Virginia	
Rhode Island			Washington	
South Dakota				
Utah				
West Virginia				

[1] Boards appoint campus presidents and make consolidated budget. Some consolidated boards have a coordinating council above them: Alaska, Florida, Maryland, New Hampshire, New York.
[2] Councils make consolidated budgets but do not appoint presidents.

[3] Councils advise on budgets of systems and/or of single campuses.
[4] Any coordination is voluntary among the institutions or by a "planning" agency.
[5] The Maryland Board of Regents is a consolidated board for all but two senior institutions.
[6] The City University of New York and the State University of New York are consolidated systems for their geographical areas.
[7] There are two-year centers within the University of Wisconsin, as well as separate technical institutes outside the system.

States italicized: Each institution within the consolidated system has a statutorily recognized campus board with limited responsibilities. In Maryland, campus boards are a local presidential option.

Source: Based on Aims C. McGuinness, Jr., *State Postsecondary Education Structure Handbook 1988* (Denver: Education Commission of the States, no. PS-87-2, 1988).

Table 4.

Distribution of States and of Students in Public Institutions By Form of Consolidation and Coordination

	States[1]	Percent of public students
Consolidated governance systems		
Fully consolidated	15	14
Consolidated four-year	11	19
Budgetary coordination	8	18
Advisory coordination	13	43
Voluntary coordination	5	6
Within the above:		
Segmental systems (3 segments)	5[2]	23
"Delegated authority" campus-based boards within systems	5	11

[1] CUNY, SUNY, and the District of Columbia are included as if they were states.

[2] These states are California, Connecticut, Minnesota, Nebraska, and Pennsylvania.

Table 5.

Fifteen Largest Public Systems of Higher Education in the United States

System	Number of voting trusteeships	Student enrollment
State University of New York	16	365,000
California State University	24	343,000
Massachusetts Board of Regents	13	185,500
City University of New York	16	183,000
University of Wisconsin	17	161,900
University of California	30	157,300
State University System of Florida	13	155,500
Georgia Board of Regents	15	153,600
University of North Carolina	32	131,900
University of Maryland System	1[illegible]	127,000
University of Texas	9	118,800
Tennessee Board of Regents	17	112,800
Los Angeles Community College District	7	103,000
City Colleges of Chicago	7	101,500
Arizona Board of Regents	10	97,100
Total	243	2,496,000

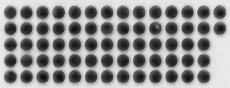
Sources: Telephone survey, June 1988. For two-year systems: *AACJC Letter,* no. 284 (March 22, 1988), p. 1.

Chart 2.

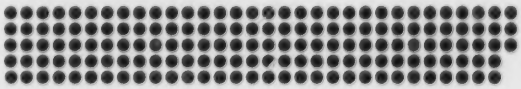
Density Ratios in Terms of Numbers of Students per Trusteeship

All public institutions
to
all private institutions: 20:1

All public systems
to
all private institutions: 67:1



15 largest public systems
to
all private institutions: 158:1



● = 65 students to 1 trustee, the average for all private institutions

11
Some Conclusions

The system of lay boards of trustees has served American higher education exceedingly well and warrants strong support. This system serves equally the long-run and overall interests of students, faculty, alumni, and the public at large. No other alternative system would serve them all nearly so well.

This system is subject to many differential advantages and disadvantages, board by board, so that it is easier to be effective in some situations than in others. Thus individual boards should be evaluated, as should board operations, sector by sector, with reference to the advantages or the disadvantages of their environments. Boards do not perform on equally advantageous playing fields—some are strewn with rocks, some are located on steep hillsides.

Some advantages that some boards have include the following:

- easy access to private and public funds;
- easy access to a large pool of experienced and devoted individuals to serve as board members;
- ability of the board to select some or all of its own members;
- boards of substantial size and with terms of substantial length;
- constituencies that are compatible, even self-reinforcing, that constitute a community;
- traditions of consensus seeking in an institution with clear and agreed-upon missions;

- an external political environment that respects institutional autonomy;
- a board balanced in its skills and sensitivities;
- a great sense of institutional pride; and
- an attractive campus and a supportive surrounding community.

Some disadvantages that some boards have include these:

- difficult access to private funds;
- access mostly to less experienced and/or less devoted potential board members;
- election of board members, particularly in by-elections, or on a district-by-district basis, or in large and fractionated communities; or appointment by authorities that select on the basis of political or representational reasons and not for the overall welfare of the institution;
- boards that are too small in size and that have terms too short;
- constituencies that are at odds with one another, that constitute an anarchy of interests—not a community;
- traditions of fractionalization and self-seeking within the board;
- missions of the institution that are unclear and/or in contention;
- a political environment of intrusion into the internal affairs of institutions;
- unduly restrictive Sunshine laws;
- a board unbalanced in the direction of too many lawyers, church officials, local residents that sit on the president's doorstep, supporters of athletic teams, representatives of one or more special interests, or cronies of the governor—among other actualities;
- a conviction of institutional insufficiency; and
- a campus and/or a surrounding community that does not attract affection.

Thus, some boards are in more favorable situations—mostly private, academically elite, residential colleges and universities. At the other extreme, some boards are in less favorable situations—mostly public, open-access, commuter colleges and universities. Some boards fall below their more favorable situations in their performances, and others rise above their less favorable environments. The latter, like Job, levitate above their trials and tribulations by an act of self-will, and they are the "best" boards of all. All boards should be conscious of where they stand in terms of the pluses and minuses of their situations, taking advantage of the former and offsetting the latter.

Areas of general concern for all boards are the adequacy or inadequacy of the following:

- explicit attention to the models of board responsibilities and of internal governance that each board seeks to follow;
- attention to the quality of the presidency and to the selection and review and care of the president;
- clarity in what belongs to the board by way of policy and to the administration by way of operating decisions;
- agreement on what belongs to the board and what to the faculty within the context of shared governance;
- attention to long-range plans and mission statements and to the overall review of performance, including in academic areas, and to the renewal of the institution;
- clarity in what uses can and cannot be made of the institution for internal or external political purposes, including use of the institution's name, facilities, and classes scheduled for other purposes;
- explicit attention to the quality of staff services to the board and in the orientation of new members; and
- agreement on whether internal or external constituencies should be represented on boards or their committees and, if so, which constituencies and in what manner.

The following special areas are of greatest concern in the private sector:

- boards that serve in a perfunctory way;
- boards that are too local in their composition and too detailed in their concerns;
- boards that are so excessively doctrinaire in their approaches that they interfere with academic freedom; and
- boards that are run by cliques or where the chair is too dominant.

These areas are of greatest concern in the public sector:

- the use of elections to select trustees in large and fragmented population areas marked by low voter participation (a peril point is where less than 25 percent of the eligible electorate votes on trustee selection);
- the election of an entire board in the same election (preferably less than half should be so selected);
- poor board appointments by some governors;
- the tendency of some members of some public boards to participate on the basis of individual self-interest or representation of a single internal or external constituency;
- the tendency of some boards in their entirety to act as though it is proper for members to act only on behalf of self-interest or of a single internal or external constituency and not on behalf of the long-term interest of the total institution;
- the unsatisfactory division of responsibilities between levels of governance, particularly in many consolidated systems of higher education;
- the application of excessively restrictive Sunshine laws; and
- the erosion of the essential influence of some boards so that they are becoming ineffective internally and increasingly in danger of losing the confidence of elected officials and the public in their ability to govern.

The purposes of an effective lay board of trustees include the following:

- providing a forum for discussion where respected and experienced citizens may share their knowledge, skills, and sensitivities to reach conclusions that no one of them could reach alone, and thus have a chance to approach closer to absolute wisdom;
- making possible thoughtful consideration of the performance of the total institution, as well as of its constituent parts, and of the requirements of the past, present, and future;
- providing a mechanism to protect the autonomy of the institution and the freedom of expression of its members, while ensuring that the college or university serves the public welfare;
- providing a check and balance internally against the overly powerful administrator and/or the too dominant faculty and externally against overly intrusive political authorities and line-item bureaucrats;
- serving to draw together the disparate parts of the institution so that the whole can be more than the sum of the parts; and
- serving as the jury at the ongoing trial of each institution of higher education as to whether its benefits exceed its costs.

12
Recommendations

Caveat: We introduce this section with a quotation from Lord Macauley: "Nothing is so useless as a general maxim." Corollary: Each situation deserves its own analysis and solutions.

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1. The best model for boards of trustees is (a) to concentrate on overall policy including a statement (or statements) of mission, on performance review, on renewal of the institution, on major and specified individual decisions, and on being informed; and (b) to seek to operate on the basis of consensual responsibility.
2. Boards should give more attention to the quality of the presidency and to the selection, review, and care of presidents as recommended by the AGB Commission on Strengthening Presidential Leadership (see Appendix C, Item 5).
3. Boards should clarify the level of policy, performance review, and major decisions they wish to reserve for themselves and delegate the rest of decision making to the president and faculty. In any event, boards should give predominant attention to policy, performance review, and major decisions.
4. Boards should clarify their policies on "shared governance." In doing so, they should consider, among other possibilities, the 1966 recommendations of the American Association of University Professors (see Appendix C, Item 7). Also, boards should carefully consider how the faculty can become a responsible and reliable part-

ner in the decision-making process. Boards should consider especially the possibilities of a faculty executive committee as well as expressions of overall faculty opinion by secret ballot only.

5. Boards, as a matter of principle, should oppose having "representatives" of internal constituencies as voting trustees, because potential conflicts of interest may impede serving the overall and long-term interests of the institution. Where such representatives are included, the board should participate in their selection.
6. Students and faculty members are best associated in board deliberations by serving on appropriate committees and by effective consultation, rather than through board membership. It is more appropriate to have "representatives" on advisory committees than on boards that have final authority.
7. Boards should create a committee on governance (or on board operations) to be concerned with matters set forth in foregoing recommendations and also with such matters as the following: policies on political involvement of the institution, the quality of staff performance in serving the board, orientation programs for new members and new presidents, the quality and degree of self-discipline within the board, the review of board-president and board-chair relationships, the review of overall board performance, the policies and procedures of the board to handle crises and major changes, and any problems of institutional autonomy and of erosion of board authority and influence. In very small boards, the entire board may wish to act as a committee of the whole in these matters.
8. Public boards should be of mixed origin—with more than one source of appointment, as with *ex officio* members (except individuals who also control the budget),

and as with some elected members supplemented by appointed or *ex officio* members or both. Some appointments might desirably be made by the board itself or by alumni groups.

9. Appointed boards, rather than elected ones, are more likely to yield among members a balance of skills and sensitivities. In addition, the size of the board is more likely to be suitable to the responsibilities, and the length of members' terms is likely to be more desirable.
10. For boards appointed by a single authority, the appointment process should be strengthened by methods to nominate, screen, and/or confirm members, as for judges. Board chairs or presidents or both should be allowed input in the process.
11. When public boards are elected, elections should take place only at general and not at by-elections, and on an at-large basis rather than district by district. Candidates should not be listed alphabetically on the ballot.
12. Boards should have a minimum of nine to eleven members.
13. Board terms in public institutions should be at least six years, and preferably eight or more years, and members should be subject to reappointment. (Shorter terms may be valuable in private institutions as a way of spreading participation.)
14. Public boards, not the governor, should select their own chairs.
15. Chief executives of public systems should not serve in the governor's cabinet.
16. No staff appointments in public institutions should be considered political appointments.
17. Centralization and public control should be limited to assignment of missions, to budget determination, and to performance review. Autonomy and competition are

better served by the coordination of single-segment systems and/or of individual campuses than by consolidated multisegment systems, are more likely to be preserved by advisory than by budgetary coordination, and are advanced by campus boards within systems with appropriate delegated authority. In any event, clarity in arrangements of responsibility is essential.

18. Sunshine laws should follow the recommendations of the Harlan Cleveland report to AGB providing for the following kinds of exemptions:[1]
    - personnel matters, where a specific individual is being discussed;
    - developing collective bargaining strategy and discussing the negotiations themselves;
    - discussions concerning actual or potential litigation;
    - real estate matters;
    - security issues;
    - evaluation procedures, whether of an individual, a group, a program, or the institution as a whole;
    - self-education sessions of governing bodies; and
    - the presidential selection process.

    Investment discussions might also be exempted, we believe, on the ground that outsiders can either profit or be misled by knowledge of these discussions; however, a quarterly report should be made on actions already taken.
19. Boards should seek to discipline themselves, particularly through the efforts of the board chair or the committee on governance, to avoid interference by individual members in presidential decision making or a practice of representation of special interests.
20. Boards should seek to preserve (or to attain) their autonomy from the state in accordance with the restrictions on state authority, as recommended by the Carnegie Com-

mission report on *Governance of Higher Education*. Also see the report of a commission chaired by Milton Eisenhower, *The Efficiency of Freedom* (see Appendix C, Item 8).

21. Regional accreditation agencies should extend and intensify their evaluation of institutional governance, including the performance of boards of trustees. Trustees should be invited to serve on accreditation committees and trustees, via the president, should have access to accreditation reports.
22. Above all else, it is important to the general welfare of higher education and to American society to preserve at a highly effective level the historic system of governance by lay boards of trustees.

Notes

1. Harlan Cleveland, *The Costs and Benefits of Openness: Sunshine Laws and Higher Education* (Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1985), p. 31.

Appendix A

Acknowledgement of Participants

We wish to thank the many people who participated in our studies of academic governance. We relied heavily on interviews, including approximately 850 interviews that were conducted for the Presidential Leadership project. Nearly all of those interviews contained helpful information about boards of trustees, and names of interviewees can be found in Appendix C of *Presidents Make a Difference: Strengthening Leadership in Colleges and Universities*, a report of the Commission on Strengthening Presidential Leadership, published by the Association of Governing Boards of Universities and Colleges in 1984. In addition, more than 200 people (including some also interviewed earlier) were interviewed or consulted specifically for this study. We appreciate their sharing their thoughts and experiences with us.

We were ably assisted in conducting our recent interviews by several people who volunteered a considerable amount of their time and effort to our study. With their help we were able to reach a wider range of interviewees than would otherwise have been possible. Our thanks go to them.

We would also like to thank members of AGB's Advisory Council of Presidents for pretesting the questionnaire described in Chapter 7 and Appendix B. Several members of the Advisory Council also participated in a group discussion of the manuscript and made helpful suggestions.

Our special thanks also go to those who read and commented upon the manuscript at various stages, and especially to

the Irvine Group, under the leadership of Jack Peltason and Harold Enarson, who joined in discussing this project first at the outline stage, second when the first full draft was available, and third when the project was nearing completion. The comments and suggestions of the members of the group were, in their totality, our most helpful source of advice and assistance.

We appreciate the time and effort of all who assisted us.

The many persons who participated in our project are identified in the following list. The nature of the contribution of each person is indicated by the number in parentheses after the name, according to the following categories:

1. Participated in individual or group interviews
2. Conducted interviews on behalf of the project
3. Supplied specially requested information or authorized use of unpublished materials
4. Read the manuscript and prepared comments on it
5. Participated in discussions of the project and/or drafts of the manuscript
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Board Chair, Bay Path Junior College, MA (Miller)

Arnold R. Weber (1)
President, Northwestern University, IL, University of Colorado (Kerr)

Stephen S. Weiner (5)
Dean of Faculty and Provost, Mills College, CA (Gade, Kerr)

Minna F. Weinstein (1)
Associate Director, Middle States Association of Colleges and Schools, PA (Gade)

Ruth Weintraub (1)
Senior Vice President, Academy for Educational Development, NY (Kerr)

Clifton R. Wharton (1)
Chairman and Chief Executive Officer, Teachers Insurance Annuity Association-College Retirement Equities Fund, NY; Chancellor, State University of New York (Kerr)

Dolores Wharton (1)
President, The Fund for Corporate Initiatives, NY (Kerr)

Mary Wallace Wheat (5)
Trustee, Foothill-De Anza Community College District, CA, Occidental College, CA; AGB Board Member (Kerr)

Lynn Whitmore (3)
Assistant to the President, Rowan-Cabarrus Community College, NC

Blenda Wilson (1)
Executive Director, Colorado Commission on Higher Education (Gade)

Edward G. Wilson (5)
Trustee, Earlham College, IN; AGB Board Member (Gade)

Linda Winner (2)
Office of the Chancellor, University of North Carolina, Asheville

Robert L. Woodbury (1)
Chancellor, University of Maine System (Gade)

Jeannette W. Wright (1)
President, Bay Path Junior College, MA (Brissette)

Christine A. Young (1)
Senior Associate, Presidential Search Consultation Service, Association of Governing Boards of Universities & Colleges, DC (Gade)

J. L. Zwingle (1)
President Emeritus, Association of Governing Boards of Universities & Colleges, DC (Gade)

Appendix B

Supplement to Chapter 8
"Evaluations of Performances: I—A Report Card by Participants"

The Questionnaire

"What Makes a Board of Trustees Effective? A Survey Conducted by the Association of Governing Boards of Universities and Colleges" provides the basis for Chapter 8 and for this appendix. A copy of the questionnaire appears at the end of this section.

A sample was drawn from the nonspecialized institutions of higher education, based on the Carnegie Foundation for the Advancement of Teaching classification as revised in 1987.[1] Categories containing small numbers of institutions were included in their entirety, while a random sample was drawn from larger groups of institutions such as comprehensive colleges and universities and two-year institutions. All public multicampus systems listed in the *Higher Education Directory* were also included.[2] A total of 990 campuses and systems comprised the sample (see Figure A).

Three color-coded copies of the questionnaire were sent to the president or chief executive officer of each institution with a cover letter requesting that the recipient complete the white copy and that the other two be forwarded to the board chair and the head of the faculty organization (senate or other) for completion and direct return. The Survey Research Center at the University

of California at Berkeley provided technical assistance in drawing the sample, developing the questionnaire, and handling administration and data processing.

Figure A:

Survey Sample Ratios

	Total	Sample
Public		
Research Universities	71	71
Doctorate-Granting	63	63
Comprehensive	325	130
Liberal Arts II	30	30
Two-year	973	243
4-year Systems	40	40
2-year Systems	30	30
Private		
Research Universities	33	33
Doctorate-Granting	45	45
Comprehensive	254	102
Liberal Arts I	139	70
Liberal Arts II	400	133

Out of 2,970 questionnaires mailed, 1,530 responses were obtained for a 52 percent response rate overall. Usable questionnaires totaled about 1,400. Response rates by type of respondent were:

Board chairs:	468	47%
Presidents/CEOs:	557	56%
Faculty heads:	505	51%

Details of responses

Chapter 8 outlined areas of high commendation and significant criticisms of board performance, as detailed in the following tables. Totals do not always add to 100 percent because of "Not part of role" responses.

Notes

1. *A Classification of Institutions of Higher Education*, 1987 ed.
2. The HEP *1987 Higher Education Directory* (Falls Church, Va.: Higher Education Publications, Inc., 1987).

Areas of universally high commendation:

Table B–1:

"Provides freedom of teaching and research for faculty." Board performance is:

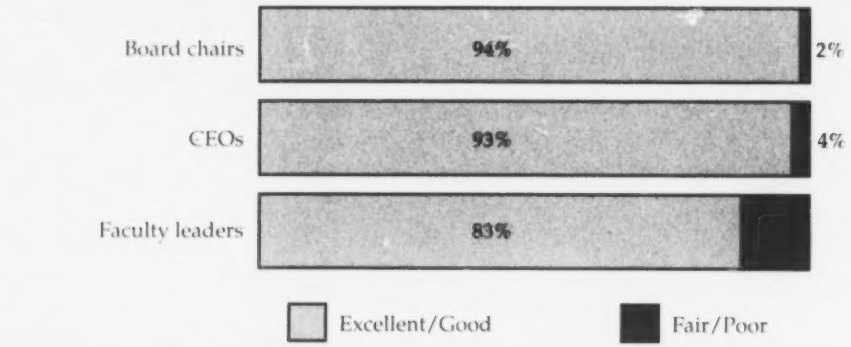


Table B–2:

The statement, "The board is too subservient to special interests in the community," describes the board:

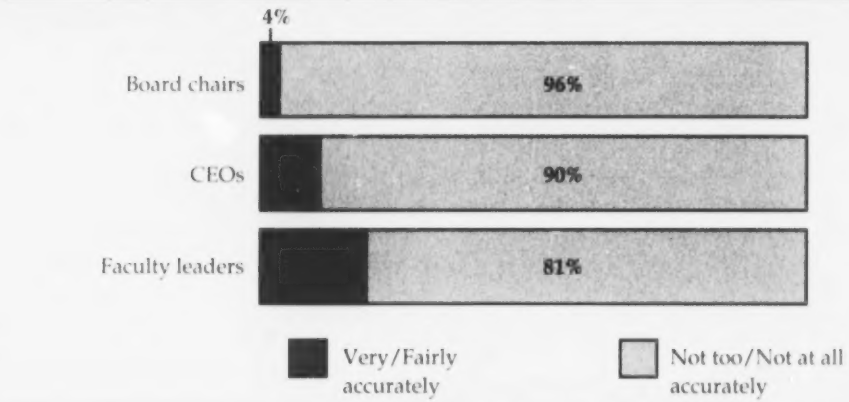


Table B–3:

"Gives the chief executive adequate support." Board performance is:

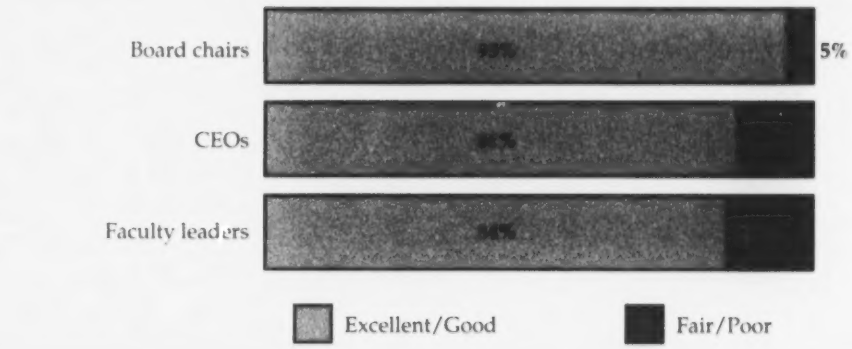


Table B–4:

"Supports an adequate role for the president (or other chief executive officer) in the area of academic policy." Board performance is:

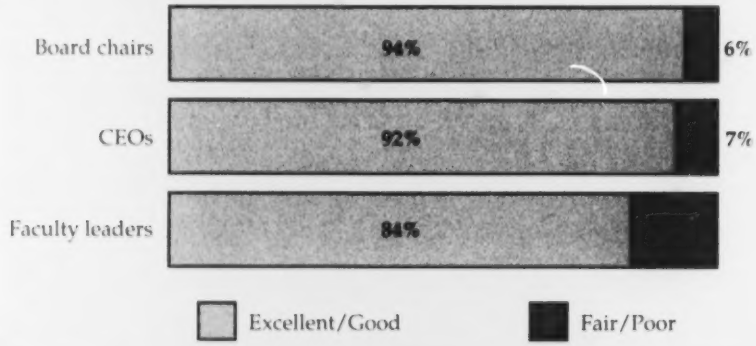


Table B–5:

"Delegates to the chief executive officer sufficient authority to administer the institution successfully." Board performance is:

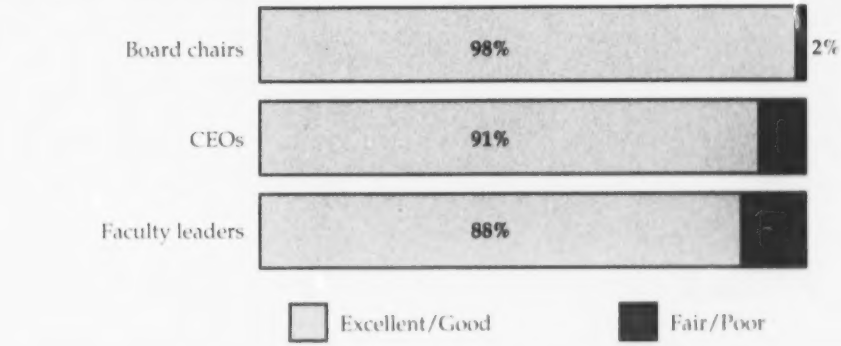
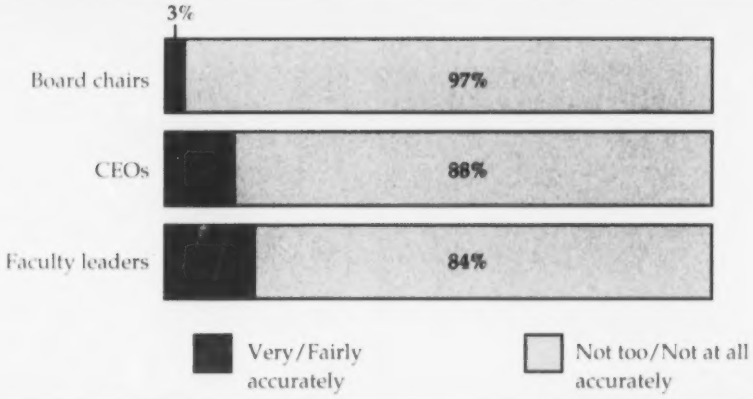


Table B–6:

The statement, "Board members tend to put their own interests above the welfare of the institution," describes the board:



Areas of significant criticism:

Table B–7:

"Raises or secures adequate funding." Board performance is:

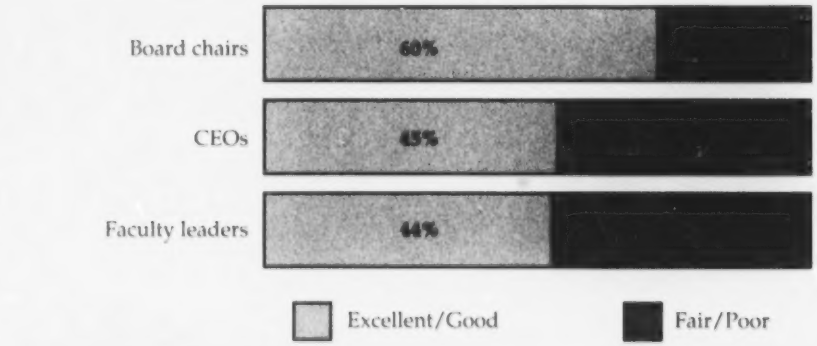


Table B–8:

"Effectively reviews the performance of the president (or other chief executive." Board performance is:

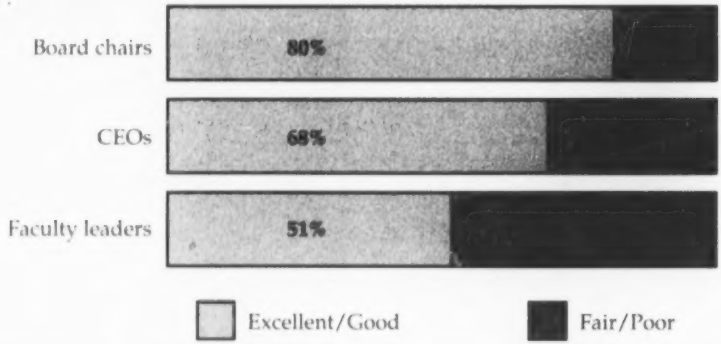


Table B–9:

"Understands and observes the line between policy and administration." Board performance is:

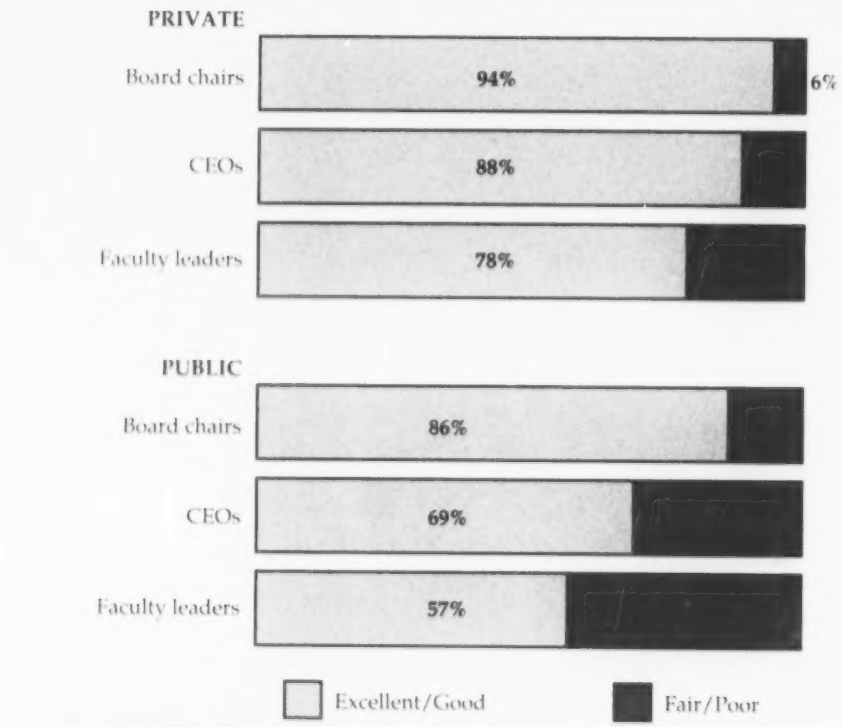


Table B–10:

The statement, "Board members are too involved in administrative details," describes the board:

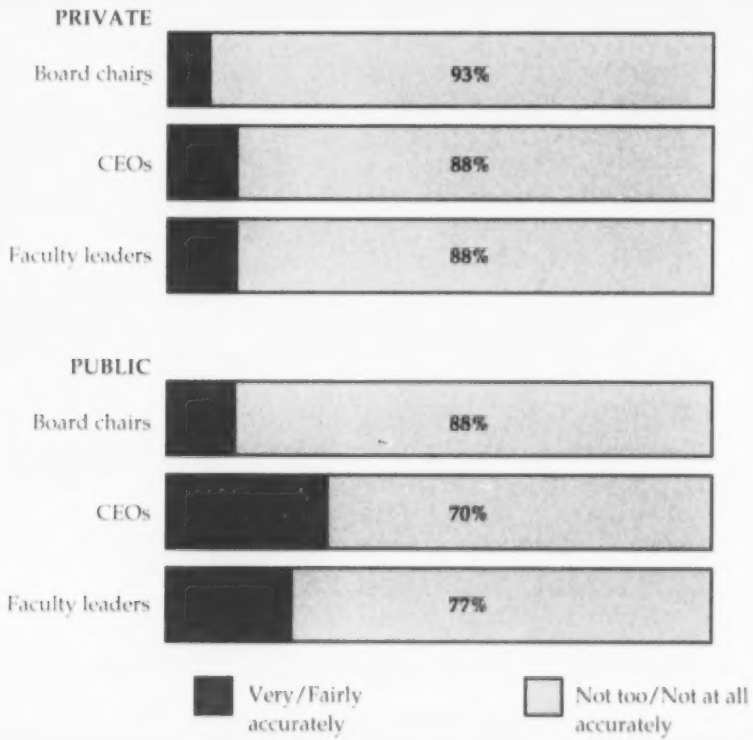


Table B–11:

Faculty only criticize board performance in the following areas at levels of 25 percent or more:

Board does not give serious consideration to faculty opinions	61%
Arrangements are lacking for expression of faculty opinions within a system of shared governance	50
Board is run by a clique or cliques	40
Board is too subservient to the CEO	40
Board does not provide for the long-term welfare of the institution	34
Board shows inadequate concern for student welfare	31
Board is dominated by the chair	27
Board does not adequately protect institutional autonomy (public only)	26

Table B–12:

"How do you feel about having one or more faculty members from your institution on the board?"

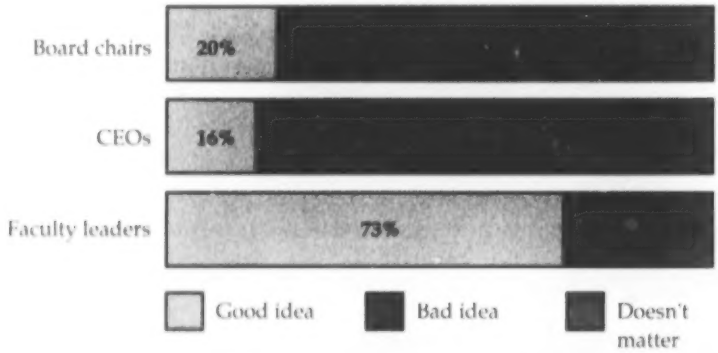


Table B–13:

"How do you feel about having one or more students on the board?"

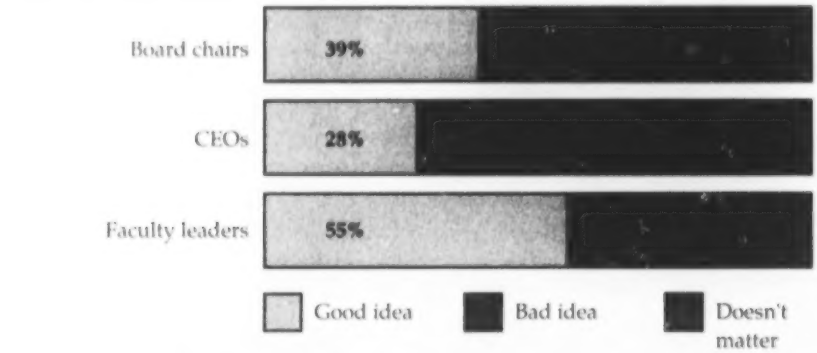


Table B–14:

For respondents in public multicampus systems, "How clear is the division of responsibilities between the system level and campus levels of your institution?"

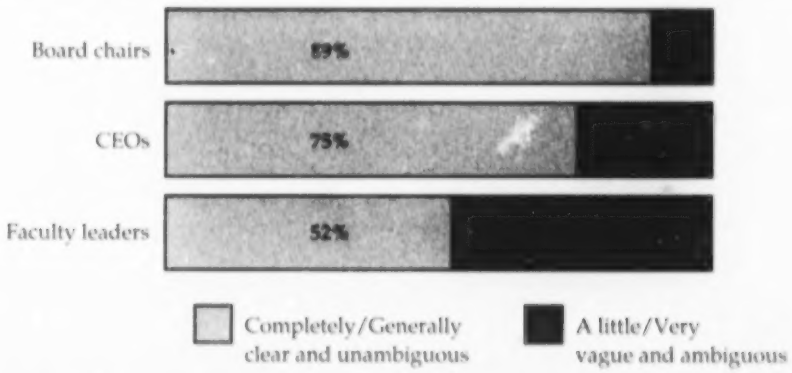


Table B–15:

For respondents in public multicampus systems, "How effective do you consider the division of responsibilities between the system level and campus levels of your institution?

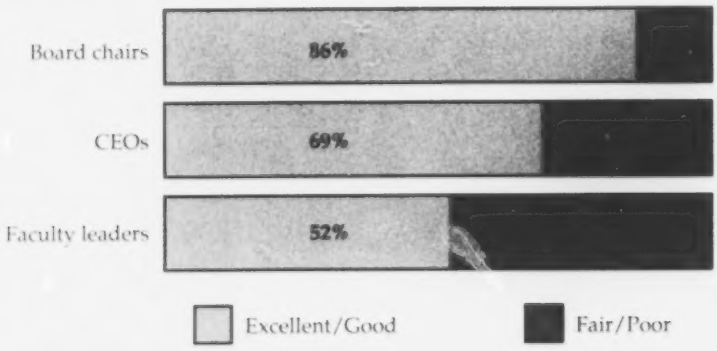
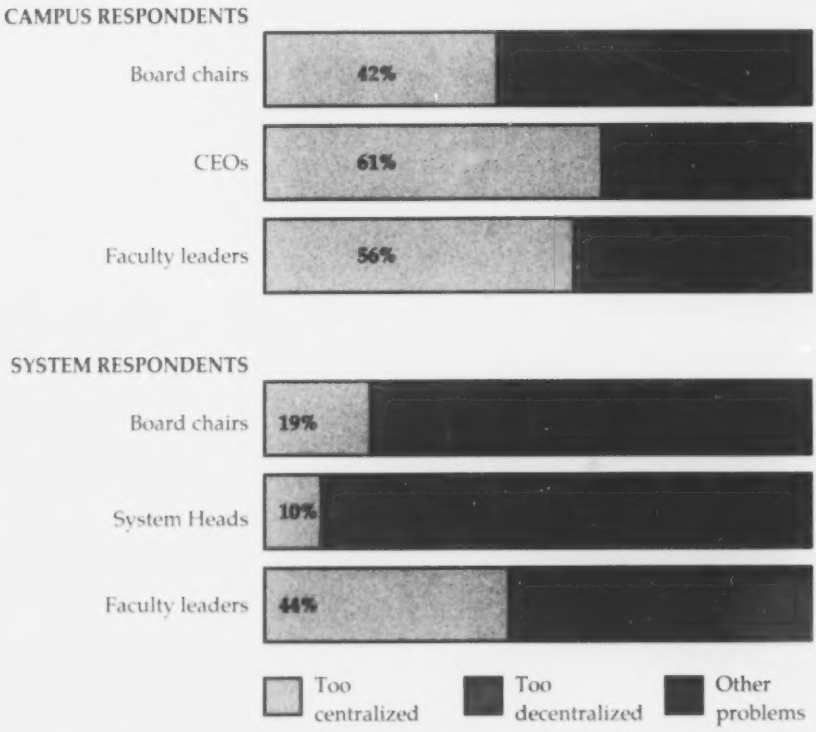


Table B–16:

For respondents in public multicampus systems, "Which of the following best describes any shortcomings in your system?"



Areas of specific concern in some types of institutions

Table B–17:

The statement, "Board members are too involved in administrative details," describes the board:

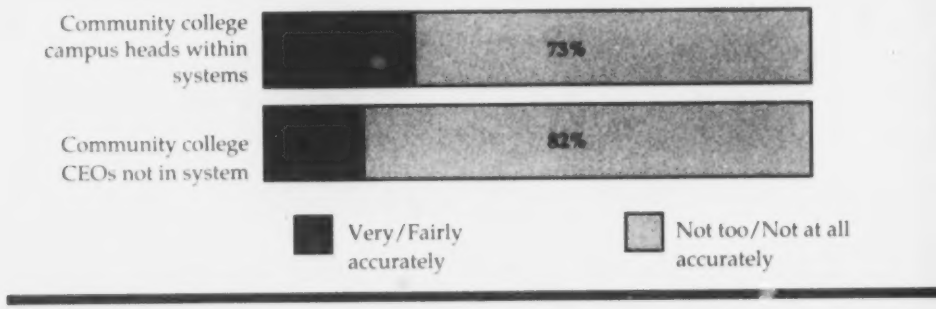
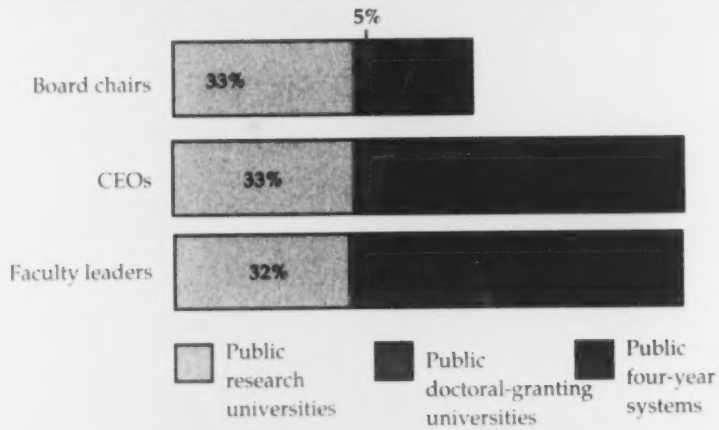


Table B–18:

The statement, "Some board members are too interested in athletic programs," describes the board very accurately or fairly accurately:



Comments from Participants

A number—about one-third—of those returning the questionnaires responded to one or both of the following:

15. Please use the space below to give us any other suggestions you can offer on factors that make for "effective boards."
16. Please use this space to give us any other suggestions or comments you care to offer.

Board chairs tended to comment about procedural matters, such as the need for a strong committee structure or good attendance at board meetings. A number also mentioned board training, the importance of a clear mission for the institution, and long-range planning as important aspects of an effective board. They said they want a diversity of members on the board, drawing on a variety of occupations and walks of life.

CEOs, especially in private institutions, were more likely to want the board to take a stronger role in fund-raising, and they want boards to observe the policy-administration boundaries. Sometimes in relation to fund-raising, but often as a separate issue, presidents in the private sector speak of boards that are not sufficiently involved or committed to the institution and its needs. Public college presidents, on the other hand, are more likely to comment about trustees who meddle in administration. One faculty head stated the problem thus: "I suspect the step from 'alienated' to 'meddlesome' is a matter of inches, where a board is concerned."

The largest number of comments came from heads of faculty organizations. Faculty want direct communication with the board, believing (as the tabulated results indicated) that they are not heard by the board except through the administration, which they often distrust. They, too, look for a diversified membership on the board, stressing in particular the need for trustees to have some familiarity with the academic milieu. A number are concerned with what they see as a too business-oriented cast to the

board, as well as with political influences in selection and decision making.

Some specific comments follow:

I Comments from chairs of boards of trustees, public sector:

"Individual board members must have a clear understanding of their role as policy makers, not administrators of the institution. They must also put the interest of the institution above all personal or political interests."

"The caliber of the appointees is the single-most important factor."

"All members should come to meetings well prepared. They should know the material well and be prepared for discussions if there are any problems. They should keep an open mind on any problem areas until the full board can have input."

"The Sunshine laws, as operated in our state, preclude planning in closed session. Hence planning gets done by the executive committee because long-range 'what if' scenarios are inappropriate for public sessions."

"Trustees should be well-educated people who are involved in the community, not one-issue gadflies."

"Recognize that authority rests with the board in legal session, not in individual members of the board."

An effective board has "complete honesty, trust between its members, and integrity."

"It is important for the trustees to know each other, to work effectively with each other. Workshops, seminars, board self-evaluations, and board development are a must."

II From board chairs in the private sector:

An effective board:

"1. Dedicated.
2. Active.

3. Motivated.
4. Creative.
5. Goal-driven.
6. Fund-raisers.
7. Extensive knowledge of the institution.
8. Acquainted with staff and faculty.
9. Resourceful.
10. Punctual."

"Fund-raising has become not only a necessity but also a deterrent to attracting capable board members."

"No executive committee (others feel like 'second class trustees')."

What is important for trustees:

"*Commitment* to the mission and uniqueness of the institution.

Involvement in the welfare of the college.

Support with time and resources."

III From CEOs in the public sector:

"Sunshine laws are inhibitory of open and candid debate on issues."

"Never place an alum from any one of the campuses on a board." But a private college CEO says, more typically, "Populate the board principally with alumni."

"Require college graduation as a requirement" for board membership. But another CEO asks less: "Prospective board members should be required to take SATs—that is, they should be required to demonstrate intellectual competence at the freshman level."

"Politicized appointments which reward partisan hacks over community leaders with experience as board members can destroy board effectiveness."

Effective board members "do their homework. They un-

derstand the history and values which inform academic governance and administration as distinguished from other forms of management."

"Nearly every public university I know has a weaker governing board than it should have, given the quality of the university. The problem is (a) usually good folks, but second rate; and (b) too frequently they see membership on the board as a means of personal advancement rather than selfless public service."

"Boards become good boards because they, and their CEOs, work at it, over the long term and with consistency. Nurturing is necessary. Periodic goal setting, planning, and evaluation of themselves, of the board as a board, and of the CEO are required. The board must be fully informed, with no surprises allowed for the board or the CEO."

IV From CEOs in the private sector:

"Sounds trite, but they should take their task seriously. We have too many trustees who attend occasional meetings, provide useful ideas, never interfere—all good things. But then they leave and do nothing else. They do not read materials in advance or help otherwise by recruiting students, giving funds, etc."

"Philanthropy is a major obligation of an individual sitting on a board."

"An effective board, in addition to a dedication to the institution, should have a broad diversity of membership with a number of members having experience with other colleges or universities. An effective board needs to have active and effective committees which should operate between board meetings."

An effective board has:

"1. Full participation.
2. Informed and open communications.
3. Commitment to the school's mission and thoughtful understanding of its full significance.

4. Inspired leadership.
5. Personal and financial commitment to the school's welfare.
6. Comprehensive representation.
7. Warm, personal, and enduring friendships among members.
8. Exciting vision of the opportunities and promise of the future."

V From heads of faculty organizations in public institutions:

"The single-most important characteristic is a commitment to the institution. Too many of our trustees have no feeling of loyalty to the institution."

"Board members must make themselves aware of campus opinion (faculty, staff, students) and not filter all information through their professional staff. They should attempt to find all the facts of the case at hand before making binding decisions. This is not easy, especially for multicampus boards, but is essential for the health of institutions."

"In order for a board to be effective it must be reasonably free of political (legislative and gubernatorial) control. In our state the 'will' of the legislature as well as two other governing bodies, with the possibility of more, can and often do supersede board control. Generally speaking, these 'superboards' have self-serving agendas, and therefore are potentially destructive to the system."

"The board must serve as a buffer between the university and the short-term goals of the political structure."

"The board is dominated by businessmen and lawyers. Broader range of representation is needed. The governor should be required to diversify his choices to give more balance and cover a wider socioeconomic spectrum."

"Faculty have no connection with the board or information about the board other than that shared by the president of the university. As a result, the board and its functions are best described as a black box."

"Governing boards need to be more sensitive than they frequently are to (a) the importance of their function as a crocodile in the moat separating institutions of higher learning from whatever forces society may churn up at a given time; (b) the relatively small role that a corporate model can—and should—play in one's understanding of, and policies about, universities; and (c) the direct positive relationships in an institution favoring faculty participation in governance."

VI From faculty organization heads in private institutions:

"I think that university boards of trustees should be more open to faculty input, especially on major issues, and especially from representatives of more than one point of view."

"Our board is relatively uninvolved and does not appear to have much interest in the campus. Most faculty wish they were more involved and concerned. Generally they are viewed as a rubber stamp to the administration."

"There should be opportunities for the board to meet socially with administrators, faculty, students, and staff. The board should have faces in mind when they make decisions."

"In a private institution, trustees should be vitally involved in recruiting and fund-raising efforts."

Factors making for effective boards:

"1. Preselection screening to determine prospective board members' interest in serving.
2. Full discussion of expectations before being asked to serve.
3. Well-planned and effective orientation of new members.
4. Attendance requirements."

What Makes A Board of Trustees Effective?

A Survey Conducted by the Association of Governing Boards of Universities and Colleges

A Word About What We're Asking You to Do:

- Please make sure that you are the person identified in the box in the upper right-hand corner of this page. If you fill out the wrong copy of this questionnaire, we will be unable to compare the opinions expressed by three different kinds of people (Board Chairman, Chief Executive Officer and Head of Faculty Senate or other faculty body).

- Please answer every question (except those that the instructions ask you to skip). If you feel that an answer might be confusing or presents problems, please feel free to add comments or explanations as you see fit.

- Please do NOT write your name or the name of your college or university anywhere on the questionnaire. The serial number will help us determine whose questionnaires have arrived and who needs reminder letters or phone calls, but the responses will be treated in strict confidence. Any reports based on this study will not identify individuals or institutions.

- Please return the completed questionnaire as soon as possible.

THANK YOU VERY MUCH FOR YOUR COOPERATION.

This form to be completed by the chancellor or president of your college or university

1. Are you the Chancellor or President (or comparable title) of your institution?

   1 ☐ Yes

   If yes, please keep the following instructions in mind as you answer the rest of the questions:
   As you answer Questions 1–8 and 14–16 remember that we are asking about your Board of Trustees (regardless of the name it normally uses) which has final authority for your institution. Because multicampus situations vary so greatly, please keep this in mind as you complete the questionnaire: We are asking about that board which, *in practice*, selects, evaluates, and dismisses the president. This may be your local campus board, or another board for the system.
   Questions 9–13 deal with multicampus systems.

   2 ☐ No

   If not, please see that this form gets to the proper person and that you get the one intended for you.

2. Below is a list of different kinds of functions or tasks that the board of an institution might or might not perform. For each one, please check one box, showing how you would rate the performance of **your** Board in that area.

	Board of Trustees' performance in this area is . . .				
	Excellent	Good	Fair	Poor	Not part of its role
	1	2	3	4	5
A. Protects institutional autonomy	☐	☐	☐	☐	☐
B. Provides freedom of teaching and research for the faculty . .	☐	☐	☐	☐	☐

	Board of Trustees' performance in this area is...				
	Excellent	Good	Fair	Poor	Not part of its role
C. Supports an effective arrangement for expression of faculty opinions within a system of shared governance	☐	☐	☐	☐	☐
D. Provides for the long-term welfare of the institution	☐	☐	☐	☐	☐
E. Raises or secures adequate funding	☐	☐	☐	☐	☐
F. Manages finances responsibly	☐	☐	☐	☐	☐
G. Selects an effective president (or other chief executive)	☐	☐	☐	☐	☐
H. Effectively reviews the performance of the president (or other chief executive)	☐	☐	☐	☐	☐
I. Gives the chief executive adequate support	☐	☐	☐	☐	☐
J. Gives serious consideration to faculty opinions	☐	☐	☐	☐	☐
K. Shows adequate concern for student welfare	☐	☐	☐	☐	☐
L. Supports an adequate role for the president (or other chief executive) in the area of academic policy	☐	☐	☐	☐	☐
M. Understands and observes the line between policy and administration	☐	☐	☐	☐	☐
N. Delegates to the chief executive officer sufficient authority to administer the institution successfully	☐	☐	☐	☐	☐

Board of Trustees' performance in this area is...

	Excellent	Good	Fair	Poor	Not part of its role
O. Shows appropriate level of commitment and involvement	☐	☐	☐	☐	☐

3. The following statements have been made by people criticizing different Boards of Trustees. Please check one box for each, showing how well you think the statement describes your Board.

This describes our Board of Trustees.....

	Very accurately 1	Fairly accurately 2	Not too accurately 3	Not at all accurately 4
A. Board membership changes too fast	☐	☐	☐	☐
B. Our Board is too large	☐	☐	☐	☐
C. Our Board is too small	☐	☐	☐	☐
D. The Board is dominated by the Chair	☐	☐	☐	☐
E. The Board is run by a clique or cliques	☐	☐	☐	☐
F. There is too much in-fighting on our Board	☐	☐	☐	☐
G. Board members are too involved in administrative details	☐	☐	☐	☐
H. Some local trustees spend too much time on campus	☐	☐	☐	☐
I. Some trustees are too interested in athletic programs	☐	☐	☐	☐

This describes our Board of Trustees.....

		Very accurately	Fairly accurately	Not too accurately	Not at all accurately
		1	2	3	4
J.	The Board is politically fractionated	☐	☐	☐	☐
K.	Board members tend to put their own special interests above the welfare of the institution	☐	☐	☐	☐
L.	Too many people are allowed to take issues directly to the Board instead of working through the chief executive officer	☐	☐	☐	☐
M.	The Board is too subservient to political authorities	☐	☐	☐	☐
N.	The Board is too subservient to political ideologies	☐	☐	☐	☐
O.	The Board is too subservient to large donors	☐	☐	☐	☐
P.	The Board is too subservient to special interests in the community	☐	☐	☐	☐
Q.	The Board is too subservient to the supporting church **(If your institution is not church supported, check here ☐)**	☐	☐	☐	☐
R.	The Board is too subservient to the alumni	☐	☐	☐	☐
S.	The Board is too subservient to the chief executive officer	☐	☐	☐	☐
T.	The Board is not sufficiently devoted to the welfare of the institution	☐	☐	☐	☐

4. A. Is the President (or other chief executive officer of your institution) a member of the Board of Trustees?

   1 ☐ Yes
   2 ☐ No

   B. How desirable do you think it is for the President to be a member?

   1 ☐ Good idea
   2 ☐ Bad idea
   3 ☐ Doesn't matter one way or the other

5. A. Are there any students from your institution on your Board?

   1 ☐ Yes, one or more
   2 ☐ No, none

   B. How do you feel about having one or more students on the Board?

   1 ☐ Good idea
   2 ☐ Bad idea
   3 ☐ Doesn't matter one way or the other

6. A. Are faculty representatives from your institution on your Board?

   1 ☐ Yes, one or more
   2 ☐ No, none

   B. How do you feel about having one or more faculty members from your institution on the Board?

   1 ☐ Good idea
   2 ☐ Bad idea
   3 ☐ Doesn't matter one way or the other

7. A. Are there any public ex officio representatives on your Board?

   1 ☐ Yes, one or more
   2 ☐ No, none

   B. How do you feel about having public ex officio representatives?

   1 ☐ Good idea
   2 ☐ Bad idea
   3 ☐ Doesn't matter one way or the other

8. A. Do you have "Sunshine practices" (i.e., open meetings and records) that apply to your board?

   1 ☐ Yes, completely open
   2 ☐ Yes, with some exceptions
   3 ☐ No

   B. How do you feel about Sunshine practices?

   1 ☐ Good idea to have them completely open
   2 ☐ Good idea, provided there are reasonable exceptions
   3 ☐ Bad idea
   4 ☐ Doesn't matter one way or the other

9. Is yours a multicampus system?

   1 ☐ Yes **Please continue with question 10**
   2 ☐ No **Please skip to page 6**

Supplemental Questions for Multicampus Systems:

10. A. Does each campus of your institution have its own local campus board?

    1 ☐ Yes, each has a local board
    2 ☐ No, there is only the system board

    If yes:

    B. Which of the following best describes the authority of the local boards at each campus?

    1 ☐ Local campus board is advisory only
    2 ☐ Authority in specified areas is delegated to local campus boards

    C. How would you rate the effectiveness of the existing local campus boards?

    1 ☐ Most are very effective
    2 ☐ Most are fairly effective
    3 ☐ Most are not too effective
    4 ☐ Most are not at all effective

If no local boards:

D. How do you feel about having local boards at each campus of your institution?

1 ☐ Excellent idea, favor it
2 ☐ Good idea
3 ☐ Fair idea
4 ☐ Poor idea, oppose it

11. Regardless of the system, how clear is the division of responsibilities between the system and campus levels of your institution?

1 ☐ Completely clear and unambiguous
2 ☐ Generally clear
3 ☐ A little vague
4 ☐ Very vague and ambiguous

12. A. How effective do you consider the division of responsibilities between the system level and campus levels of your institution?

1 ☐ Excellent 2 ☐ Good 3 ☐ Fair 4 ☐ Poor

B. **If not completely effective:** Which of the following best describes any shortcomings in your system?

1 ☐ Too centralized; campus needs more authority to handle its own responsibilities
2 ☐ Too decentralized; system needs more authority for campus developments over which it has no control
3 ☐ Other problem **(Please describe)**: _____

_____

_____

13. How would you rate the personal relations between executives at the system and campus levels of your institution?

1 ☐ Excellent 2 ☐ Good 3 ☐ Fair 4 ☐ Poor

These Questions for Everyone:

14. Taking everything into consideration, how would you rate the overall performance of your Board of Trustees at the present time?

    1 ☐ Excellent 2 ☐ Good 3 ☐ Fair 4 ☐ Poor

15. Please use the space below to give us any other suggestions you can offer on factors that make for "effective boards."

16. Please use this space to give us any other suggestions or comments you care to offer.

Appendix C

Documentation

Item 1.

John W. Nason, *The Nature of Trusteeship: The Role and Responsibilities of College and University Boards.* Washington, D.C.: Association of Governing Boards of Universities & Colleges, 1982.

The responsibilities of trustees:

1. To maintain the integrity of the trust
2. To appoint the president
3. To make certain that the institution is well managed
4. To approve the budget
5. To raise money
6. To manage the endowment
7. To assure adequate physical facilities
8. To oversee the educational program
9. To approve long-range plans
10. To serve as bridge and buffer between campus and community
11. To preserve institutional autonomy
12. To serve as court of appeal
13. To be informed

The Control of the Campus: A Report on the Governance of Higher Education. Washington, D.C.: The Carnegie Foundation for the Advancement of Teaching, 1982, pp. 73-74.

Respect for trustees is sustained by the quality of those appointed or elected and by their ability to earn respect through the wisdom of their actions and their willingness to serve enlightened rather than parochial interests. To strengthen the trusteeship role, we make the following recommendations:

- The essential role of the governing board in American higher education should be reaffirmed and vigorously supported by all members of the academic community.
- Governing boards should be responsible for the overall policy of the institution and for the appointment of presidents and other major officers; approval of faculty appointments, at least at the tenure level; approval of major expansion of facilities; and approval of the budget.
- Trustees also have a special obligation to help assess the educational quality of the institution by participating in the campuswide review of academic programs.
- Governing boards should consult fully and frankly with all segments of the campus—administrators, faculty, and students—in shaping new policies and procedures.
- Trustees should be appointed or elected because of their appropriate experience and broad perspective, not as a political reward or because they represent narrow, special interests.
- The length of trustee service should be long enough—at least six years—to ensure continuity of interest and direction and to protect board members from undue political pressure.
- Above all, trustees should be fully informed about the function of their institutions and faithfully interpret those functions to the public. They should vigorously defend their institutions against all efforts, from any source, to undermine the integrity of the campus.

Item 2.
Summary of *Recommendations for Improving Trustee Selection in Private Colleges & Universities*, A report from the National Commission on College and University Trustee Selection, Robert W. Scott, chairman. Washington, D.C.: Association of Governing Boards of Universities & Colleges, 1980.

Recommendation 1: Each board should have a standing

Committee on Trustees responsible for the assessment of board needs; the identification, cultivation, and recruitment of prospective trustees; the screening of candidates and incumbents; and other such tasks as appropriate.

Recommendation 2: Trustees should be elected by the board on recommendation of the Committee on Trustees. The committee should be appointed by the board chair after consultation with the executive committee and the chief executive.

Recommendation 3: The search for potential trustees should be continuous and include an opportunity for all interested persons to make nominations.

Recommendation 4: Qualified candidates should be carefully screened. Screening of nominees should involve at least four steps: analysis of biographical information, review of supporting documents, communication with persons familiar with the nominee's performance in similar activities, and determination of interest on the part of potential candidates.

Recommendation 5: An evaluation of the performance of trustees who are eligible for and seek reappointment should be conducted by the Committee on Trustees.

Recommendation 6: The Committee on Trustees should follow established procedures when it makes recommendations to the full board, including circulating names and biographical information about potential candidates well in advance.

Recommendation 7: The invitation to become a trustee should be extended in person by the most appropriate trustee and the president, and should include an explanation of board and individual responsibilities, a description of the institution's current status and future plans, and where appropriate, the relationships of the institution to its sponsoring religious body.

Recommendation 8: Governing boards should make certain that new trustees are provided with systematic and thorough orientation programs.

Recommendation 9: No trustee should serve more than

twelve consecutive years on the board but should be eligible for reelection after a one-year sabbatical. Terms should be three or four years.

Recommendation 10: Boards of church-related institutions should include a substantial number of lay members.

Recommendation 11: Students should not be voting members of the governing boards of the institutions in which they are enrolled.

Recommendation 12: Faculty members should not be voting members of the governing boards of the institutions in which they are employed.

Recommendation 13: Each governing board should adopt a policy designed to identify and establish procedures for dealing with a trustee's potential conflicts of interest.

Recommendation 14: Alumni associations should be encouraged to participate in the nomination of a limited number of trustees.

Summary of *Recommendations for Improving Trustee Selection in Public Colleges & Universities*, A Report from the National Commission on College and University Trustee Selection, Robert W. Scott, chair. Washington, D.C.: Association of Governing Boards of Universities & Colleges, 1980.

Recommendation 1: Trustees of public governing boards should be appointed by the governor or other established authority from a list of nominees who have been carefully screened by a special committee.

Recommendation 2: A nominating committee for each institution should be appointed by the governor. It should consist of at least five people, and its composition should take into account the diversity of the state, region, or local community the institution primarily serves.

Recommendation 3: The nominating committee should have carefully delineated responsibilities. Among these should be

to assess board membership needs along a variety of dimensions, to consult with trustees and the chief executive, to use appointments to achieve a balanced board, to conduct a broad search for qualified candidates, and to screen candidates for nomination.

Recommendation 4: The search for qualified candidates should be continuous. It should include identification of qualifications necessary for each institution, publication of the process of selection, a broad call for candidates, and identification of candidates for trusteeship by members of the nominating committee.

Recommendation 5: Qualified candidates should be carefully screened.

Recommendation 6: The committee should make at least three nominations for each vacancy from which the governor, or other appointing official, must make the appointment.

Recommendation 7: The state senate should have the opportunity to confirm trustee appointments and should use this opportunity for substantive, nonpartisan review.

Recommendation 8: New trustees should be provided with a systematic and thorough orientation program.

Recommendation 9: When elected public officials are members of governing boards, they should be *ex officio* and without voting privileges. No board should have more than two such officials.

Recommendation 10: Political party affiliation should not be a criterion for appointment.

Recommendation 11: No residence requirements should prevent qualified people from serving on governing boards.

Recommendation 12: Governing boards should have at least nine voting members whose terms should be appropriately staggered.

Recommendation 13: Trustees should be appointed for terms of not more than six years and should not serve for more than twelve consecutive years.

Recommendation 14: Students should not be voting mem-

bers of the governing boards of the institutions in which they are enrolled.

Recommendation 15: Faculty members should not be voting members of the governing boards of institutions in which they are employed.

Recommendation 16: Governing boards should adopt a code of conduct for trustees that specifies board duties and responsibilities and establishes procedures for dealing with potential conflicts of interest.

Recommendation 17: In states where trustees are elected by the public, nominating committees, as specified in Recommendations 2 through 5, should be appointed to ensure that all candidates on the ballot are highly qualified.

Recommendation 18: Trustee elections should be timed to coincide with other local or general elections.

Item 3.

Examples of public boards with mixed sources of appointment:

The Board of Trustees of Pennsylvania State University has 32 members, 6 appointed by the governor with the consent of the Senate, 5 *ex officio*, and the remaining 21 elected or appointed by a variety of other groups or authorities: the speaker of the house, the senate president *pro tempore*, alumni, faculty, county agricultural and industrial societies, and alumni.

The University of Pittsburgh, a Pennsylvania state-related institution, has 45 voting members chosen from a variety of sources: 12 are "charter trustees," chosen for life (to age 70 with possibility of nonvoting emeritus status) and selected by the board's nominating committee. In effect, this is a self-perpetuating segment of the board, mainly consisting of individuals who have served in other trustee categories. Six are "term trustees," also selected by the board's nominating committee. There is a group of nine "special trustees," selected by the nominating committee on the basis of recommendations by the president of the

university. Six "alumni trustees" are elected at large by the university's alumni. Twelve "commonwealth trustees" are selected by state authorities: four are appointed each by the House, by the Senate, and by the governor. "Legislative trustees" may either be members of the legislature or other people selected by the legislature.

The 25-member board of trustees of the University of Vermont and State Agricultural College is selected as follows:

1. Nine members are self-perpetuating. These nine trustees also constitute the board of trustees for the original corporation, the University of Vermont.
2. Nine of the members are elected by the General Assembly of the State of Vermont. These nine trustees also constitute the board of trustees of the Vermont Agricultural College.
3. Three trustees are appointed by the governor with the consent of the Senate.
4. Two trustees are appointed by the Associated Directors for the Appointment of the University of Vermont and State Agricultural College Student Trustees, Inc.
5. The governor of the state and the president of the university are *ex officio* trustees.

The State Board of Community Colleges in North Carolina is made up of 19 trustees: Ten are appointed by the governor, two are *ex officio* (the lieutenant governor and state treasurer), and three members each are elected by the two legislative branches, with one more alternating between them.

County community colleges in New Jersey have 11 trustees from mixed sources. One, the county superintendent of schools, is *ex officio*. Eight are appointed by the appointing authority of the county with the advice and consent of the board of freeholders, and two are appointed by the State Board of Higher Education, subject to gubernatorial approval. In addition, there is a nonvoting student member elected by the student body.

Item 4.

Harlan Cleveland, *The Costs and Benefits of Openness: Sunshine Laws and Higher Education.* Washington, D.C.: Association of Governing Boards of Universities & Colleges, 1985, p. 38. (See p. 37 of the report for the "point" system upon which the spectrum is based.)

Spectrum of State Sunshine Laws from **"Most Open"** to **"Least Open"**:

Tennessee
Florida
Alabama
Nevada
Montana
Nebraska
Arkansas
Oklahoma
Alaska
Arizona
Iowa
Minnesota
New Hampshire
North Dakota
Oregon
West Virginia
Delaware
Illinois
Kansas
Kentucky
Michigan
New Mexico
Utah
Virginia
Colorado
Indiana
Maine
New Jersey
North Carolina
California
Connecticut
Louisiana
Missouri
New York
Ohio
Rhode Island
South Carolina
Georgia
Hawaii
Maryland
Vermont
Idaho
Massachusetts
Texas
Washington
Wisconsin
Mississippi
South Dakota
Wyoming
Pennsylvania

Item 5.

Selected recommendations from *Presidents Make a Difference,* A Report for the Commission on Strengthening Presidential Leadership, Clark Kerr, chair. Washington, D.C.: Association of Governing Boards of Universities & Colleges, 1984.

Because of the decline in the attractiveness of many presidencies (as viewed by some able candidates and also by many incumbents), each governing board should periodically review the character of its institution's presidency (how it looks to the incumbent, for example, and how it might look to prospective occupants) and should make the necessary changes. (p. 5)

Because sunshine laws and practices in personnel matters frequently reduce the opportunities for obtaining the best possible next president, such laws and practices should be subject to reexamination and change. Names of presidential candidates should be kept confidential to reduce the chances of withdrawal or other embarrassments. It is essential that every effort be made to ensure that the processes followed are fair and that all candidates are considered on their merits. (p. 21)

We found many misunderstandings between boards and presidents (and presidents' spouses). The board should be prepared to discuss all relevant conditions surrounding (and perquisites attached to) the position of president before any formal announcement is made. Prospective presidents should raise all issues pertinent to them. (p. 36)

Board support of presidents is crucial but often not given careful consideration. At least once a year (perhaps when the review of officers' compensation is carried out), boards should give formal consideration to their provisions for support of the president and the president's spouse, if any and if active. (p. 45)

Although we found that formal reviews have more often done harm than good, we believe that reviews of presidents should be carried out informally and annually, with particular attention to the review at the end of the second year and at the end of the seventh or tenth years. As an alternative or supplement to these reviews, annual or biennial reports should be made by the president on past and prospective developments, and the reports should be made subject to wide commentary. (p. 57)

Presidential terms now average approximately seven years; this is too short to serve effectively some of the major interests of an institution. Each board should structure the presidential relationship toward a longer term than now typically exists between the president and the institution. This means giving careful attention particularly to the selection of and to the support for the president, but also to conditions that can enhance longer tenure of positions. (p. 65)

Because systemwide structures are potentially fraught with so much conflict, systemwide boards have a special responsibility to see that a proper balance of authority and responsibility exists between the system and campus heads; that systemwide policies are established that will permit operating decisions to be decentralized to the campuses; that the system head supports campus heads when campus heads follow systemwide policy effectively; that campus heads, in turn, support the welfare of the system as a whole; and that the board itself treats the several campuses in an equitable manner. (pp. 73-74)

Undue public intrusion still exists in many—perhaps most—states. Public authorities, in relation to public institutions of higher education within their jurisdictions, can be particularly helpful by (1) abandoning line-item budgeting, (2) constituting boards with persons devoted to the long-term welfare of the institutions for which they are responsible, (3) eliminating sunshine rules on selection and evaluation of presidents, (4) keeping partisan politics out of the university—just as the university itself should stay out of partisan politics, and (5) eliminating (where it still exists) political patronage in the selection and retention of staff.

We also suggest that in each state there should be a periodic review, perhaps conducted by the state coordinating council or its equivalent, of what should be subject to public control and what should be subject to institutional control. (p. 83)

Each president has a responsibility for maintaining and/or creating an effective presidency, particularly (but by no means exclusively) in relation to the board. (p. 90)

The central role of the presidency to ensure the overall and long-term welfare of institutions of higher education has often unnecessarily and unwisely been diminished. All campus and higher education constituencies should be prepared to reexamine the conditions surrounding the presidential role; each campus (and higher education in its entirety) will suffer if that central role

is not performed to full effectiveness. (p. 102)

Item 6.
Selected Statutory and Delegated Powers of Campus-Based Boards—Five States Compared

	MA	MD*	NC	SUNY	Utah
Missions					
Overall plans	2	1	1	2	1
Program approval/ disapproval	2	1	1	2	1
Academic Affairs					
Approves individual degrees	3		3		3
Awards honorary degrees			3		3
Sets admission standards	2	1	3	1	1
Sets enrollment levels	1		1	2	
Appointments and Reviews					
Campus CEO	2	1	2	2	1
VPs and deans			2		3
Faculty	3		3		3
Budgets					
Adopts budget	2	1	2	2	1
Sets salary scales	2		2		3
Transfers within campus accounts	3		2		
Establishes tuition levels	1	1		1	1
Establishes fee levels	3	1		1	3
Manages endowment, grants, and gifts	3		3		3
Operations					
Maintains buildings and grounds	3		3	3	3

	MA	MD*	NC	SUNY	Utah
Sets rules for student conduct and activities	3	1	3	3	3
Relations					
Community relations		2			3
Alumni					3
Fund-raising	3	2			3
Faculty collective bargaining	2				

*Maryland's campus-based boards exist at each president's option and are advisory to the campus president.

1 = State or system board makes decisions in these areas.

2 = Campus-based board advises or recommends action to state board or to campus president.

3 = Campus-based board has full authority to make decision or final approval over presidential decision, under general systemwide or state policies.

Sources: Massachusetts General Laws, Chapter 15A, Sections 1-19.

Maryland Senate Bill No. 459, 1988, an act concerning Administration Action Plan for Higher Education.

The Code, Board of Governors, The University of North Carolina (July 1975) and "Delegations of Duty and Authority to Boards of Trustees," adopted by Board of Governors, July 7, 1972.

New York State Education Law, Article 8, and "Policies of the Board of Trustees," April 1, 1983.

"Statutes, Bylaws, and Policy Relating to the Role of Institutional Councils," Utah System of Higher Education.

Item 7.

The American Association of University Professors, the American Council on Education, and the Association of Governing Boards of Universities and Colleges, "1966 Statement on Government of Colleges and Universities," in Louis Joughin, ed., *Academic Freedom and Tenure: A Handbook of The American Association of University Professors.* Madison: University of Wisconsin Press, 1969, pp. 90-101.

I Faculty should have primary responsibility for:

- Curriculum
- Methods of instruction
- Research
- Degrees
- Recommendations on faculty status (including granting of tenure)
- Selection of department chairs and faculty representatives to governing groups
- Student life as related to the educational process

II Shared between board and faculty, and administration:

- Determination of general educational policy
- Long-range planning
- Decisions on physical facilities
- Budgeting
- Choice of president
- Selection of academic deans and other chief academic officers
- Determination of faculty status
- Compensation policies and procedures
- Agencies for faculty participation in governance

III Primary responsibility rests with the board:

- Final institutional authority
- Speaks legally for the whole institution
- Publishes policies and procedures
- Fund-raising

Managing resources
"Champion" for segments of the institution in crises

Item 8.

Governance of Higher Education: Six Priority Problems, Report and recommendations by Carnegie Commission on Higher Education. New York: McGraw-Hill Book Co., April 1973, pp. 25-27.

DISTRIBUTION OF AUTHORITY To achieve balance between public control and influence versus institutional independence, the Commission favors the following patterns for the distribution of authority between public agencies (including coordinating councils) and academic institutions (including multicampus systems):

PUBLIC CONTROL	INSTITUTIONAL INDEPENDENCE
Governance	
Basic responsibility for law enforcement	
Right to insist on political neutrality of *institutions* of higher education	Right to refuse oaths not required of all citizens in similar circumstances
Duty to appoint trustees of public institutions of higher education (or to select them through popular election)	Right to independent trustees: No ex officio regents with subsequent budgetary authority
	Right to nonpartisan trustees as recommended by some impartial screening agency, or as confirmed by some branch of the state legislature, or both; or as elected by the public
Right to reports and accountability on matters of public interest	
Duty of courts to hear cases alleging denial of general rights of a citizen and of unfair procedures	
Financial and Business Affairs	
Appropriation of public funds on basis of general formulas that reflect quantity and quality of output	Assignment of all funds to specific purposes

Postaudit, rather than preaudit, of expenditures, of purchases, of personnel actions	Freedom to make expenditures within budget, to make purchases, and to take personnel actions subject only to postaudit
Examination of effective use of resources on a postaudit basis	Determination of individual work loads and of specific assignments to faculty and staff members
Standards for accounting practices and postaudit of them	
General level of salaries	Determination of specific salaries
Appropriation of public funds for buildings on basis of general formulas for building requirements	Design of buildings and assignment of space
Academic and Intellectual Affairs	
General policies on student admissions: Number of places Equality of access Academic level of general eligibility among types of institutions General distribution of students by level of division	Selection of individual students
Policies for equal access to employment for women and for members of minority groups	Academic policies for, and actual selection and promotion of, faculty members
Policies on differentiation of functions among systems of higher education and on specialization by major fields of endeavor among institutions	Approval of individual courses and course content
No right to expect secret research or service from members of institutions of higher education; and no right to prior review before publication of research results; but right to patents where appropriate	Policies on and administration of research and service activities
	Determination of grades and issuance of individual degrees
	Selection of academic and administrative leadership

Enforcement of the national Bill of Rights	Policies on academic freedom
Policies on size and rate of growth of campuses	Policies on size and rate of growth of departments and schools and colleges within budgetary limitations
Establishment of new campuses and other major new endeavors, such as a medical school, and definition of scope	Academic programs for new campuses and other major new endeavors within general authorization
INFLUENCE BUT NOT PUBLIC CONTROL	**INSTITUTIONAL INDEPENDENCE**
Academic Affairs—Innovation	
Encouragement of innovation through inquiry, recommendation, allocation of special funds, application of general budgetary formulas, starting new institutions	Development of and detailed planning for innovation

The Efficiency of Freedom, Report of the Committee on Government and Higher Education, Milton S. Eisenhower, chair. Baltimore: The Johns Hopkins Press, 1959. Selected recommendations, pp. 24-42.

What Higher Education Can Do

1. The Committee encourages academic officials, trustees, alumni, and all other individuals with an interest in higher education to make a strenuous effort to explain the case for independence of colleges and universities persuasively to state officials and the general public.
2. Colleges and universities should be candid and communicative in their dealings with state government.
3. Colleges and universities should make every effort to establish, maintain, and deserve a reputation for efficiency and sound management.
4. Colleges and universities in each state should take the initiative in coordinating their programs effectively through voluntary and cooperative means.

5. Colleges and universities should avoid undertaking activities and offering courses that are not properly within the sphere of academic enterprise.
6. Governing boards of colleges and universities should assert their traditional authority to control the policies and operations of their institutions.

What the State Can Do

Legislatures

1. Legal autonomy should be given to every institution of higher education that carries on a substantial program of teaching and research.
2. Legislatures are encouraged, when allocating funds to higher education, to avoid all attempts to legislate specifics of educational policy.
3. Legislative interim committees and service agencies should continue their valuable function of keeping legislatures informed, but they should never act as instruments of control over educational administration.
4. The Committee encourages legislatures to review and revise those statutes pertaining to higher education and fiscal and management controls that have become outmoded or that impede the effective management of the institution by the responsible officers.

Governors

1. The committee calls attention to the fact that a large measure of the success of higher education will depend on the caliber of members serving on governing boards.
2. Governors are encouraged to survey the administrative controls over higher education and to issue administrative orders (where statutory changes are not required) to eliminate those that are unnecessary or harmful.
3. Governors are encouraged to exercise their influence to keep higher education out of any partisan conflict.

Budgeting

1. Regarding higher education, the work of budget officers should be confined to: (a) analysis of the total budget requests; (b) recommendation to the governor of the total amount needed for higher education, along with the results of the budget analysis.
2. Officers and trustees of the institutions of higher education should have the right to defend their budgets before the governor and the legislature, rather than be forced to depend on a third party to present budget justifications on their behalf.
3. Annual allotments of full grants of appropriated funds are preferable to quarterly or monthly allotments for higher education.
4. In states that do not make lump-sum appropriations, colleges and universities should be given the maximum possible flexibility in the administration of funds, including authority to make essential transfers between categories in the budget.

General

The Committee would encourage states or regions to hold conferences or workshops concerned with the relationships of state government and higher education, either on a broad scale or in specific fields of activity.

Appendix D

Selected Bibliography

In addition to the following selected works on trusteeship, boards of trustees are also discussed in many of the works on academic presidents listed in Appendix C, "Selected Annotated Bibliography on Governance of Higher Education," in Kerr and Gade, *The Many Lives of Academic Presidents*, some of which are also listed here.

An excellent annotated bibliography is also contained in Richard T. Ingram and Linda E. Henderson, "Institutional Governing Boards and Trustees," chapter 6 in Marvin W. Peterson, editor, *Key Resources on Higher Education Governance, Management, and Leadership: A Guide to the Literature*, (San Francisco: Jossey-Bass Inc., Publishers, 1987).

Bell, Laird. "From the Trustees' Corner." In *Association of American Colleges Bulletin*. Vol. 42, no. 3 (October 1956): 353-361.

This brief essay on the role of trustees in educational matters is as much to the point and as full of common sense as it was when it was written more than 30 years ago. The essential message is, educational matters belong to educators, but trustees do play a constructive role in defending principles of merit and academic freedom when controversial appointments or issues arise.

Berdahl, Robert O. *Statewide Coordination of Higher Education*. Washington, D.C.: American Council on Education, 1971.

This early study of the questions of autonomy of institutions, the state's interest in coordinating its efforts in the educational arena, and what mechanisms, including boards, are established to accomplish coordination, still stands as a good introduction to these ever-pressing issues.

Burns, Gerald P. *Trustees in Higher Education: Their Functions and Coordination*. (n.p., 1966): Independent College Funds of America, Inc.

Mainly written as a guide for trustees, this book deals with the history, selection, functions, coordination, and future of boards of trustees.

Capen, Samuel P. *The Management of Universities*. Edited by Oscar A. Silverman. Buffalo, N.Y.: Foster & Stewart, 1953.

Collected essays by the chancellor emeritus of the University of Buf-

falo. See especially, "The Responsibility of Boards of Trustees for the Preservation of Academic Freedom," an address at Lafayette College in 1935.

Chait, Richard P. and Associates. *Trustee Responsibility for Academic Affairs.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

Offers suggestions for appropriate roles and behavior on the part of trustees with respect to the basic functions of higher education institutions.

Cleveland, Harlan. *The Costs and Benefits of Openness: Sunshine Laws and Higher Education.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1985.

Cleveland postulates a "trilemma," assessing the relative weights to be given to (1) the public's right to know, (2) the right to individual privacy, and (3) the right of the public to have its institutions governed efficiently and effectively. The report concludes that "the presumption must be in favor of openness," but suggests some exemptions from that policy in the interests of privacy and organizational effectiveness.

Commission on Strengthening Presidential Leadership, Clark Kerr, director. *Presidents Make a Difference: Strengthening Leadership in Colleges and Universities.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

Based on more than 800 interviews with presidents, spouses, trustees, and others familiar with higher education, the commission's report made "recommendations and suggestions," mainly addressed to trustees, in a number of areas relating to the academic presidency.

The Control of the Campus: A Report on the Governance of Higher Education. A Carnegie Foundation Essay. Washington, D.C.: Carnegie Foundation for the Advancement of Teaching, 1982.

This report on "the legal structure and administrative procedures that connect higher education, government, and the larger society" reaffirms the centrality of lay boards of trustees and other forms of internal governance structures as compared with increasing outside political and bureaucratic control.

Corson, John J. *Governance of Colleges and Universities.* Rev. ed. New York: McGraw-Hill Book Co., 1975.

Corson argued that changes in the structure and functions of the American higher education enterprise in its totality called for commensurate internal restructuring. He urged trustees to take greater interest in educational issues, to provide a "bridge to society" for the institution, to assist at the same

time in "repelling the mounting forces of bureaucratization," and to "provide continuing objective appraisal of internal operations" through a process of asking "considered and revealing questions."

Cowley, William H. *Presidents, Professors, and Trustees*. Edited by Donald T. Williams, Jr. San Francisco: Jossey-Bass Inc., Publishers, 1980.

Chapter 2 provides an excellent history of lay boards of trustees in universities, tracing them to medieval Italy. Cowley identifies European influences on American college and university governance and states that the predominant American model, the single board of trustees, is an American offshoot for which Yale University is the primary model.

Davis, Junius A., and Batchelor, Steve A. *The Effective College and University Board: A Report of a National Survey of Trustees and Presidents*. Final Report of Center for Educational Research and Evaluation, RTI Project No. 22T-905. Research Triangle Park, N.C.: Research Triangle Institute, August 30, 1974.

"Overall effectiveness" of the board was rated "in the highest category" by 48 percent of the trustees and 46 percent of the presidents surveyed. Presidents believed the two factors that would most improve board functioning were "replacement of one or more members" (60 percent) and "more attention to matters of long-range significance" (59 percent). Trustees cited "more attention to matters of long-range significance" (52 percent) and "better orientation of members to institution" (40 percent). Other findings indicated that "In the effective board, there is comfort with and reliance upon a committee substructure. The firm guidance of the chairman . . . also appears critical, as does the quality of information made available to the board. The important obstructions include absenteeism, 'dead wood,' and inexperienced members . . . ."

Drake, Sandra L. *A Study of Community and Junior College Boards of Trustees*. Washington, D.C.: American Association of Community and Junior Colleges, 1977.

An empirical study of boards (for example, demographics, size, number of meetings) as well as of attitudes of presidents and board chairs in 1976.

Dziuba, Victoria, and Meardy, William, issue eds. *Enhancing Trustee Effectiveness*. New Directions for Community Colleges, no. 15. (Autumn 1976).

A series of essays devoted to the roles and functions of boards of trustees in community colleges.

Eliot, Charles W. *University Administration*. Boston: Houghton-Mifflin, 1908.

Eliot examined in detail the functions of boards of trustees, especially the work of the President and Fellows of Harvard University and its Board of Overseers.

Heilbron, Louis H. *The College and University Trustee: A View from the Board Room*. San Francisco: Jossey-Bass Inc., Publishers, 1973.

Heilbron provides an excellent discussion of the role of the trustee, as well as helpful advice to trustees on dealing with issues such as policy versus administration; working with faculty, students, and the public; and ways of organizing the board and conducting business. There is an exceptionally good chapter on the role of the board in areas relating to academic freedom.

Henderson, Algo D. *The Role of the Governing Board*. 1967. Reprints 1969 and 1972. Washington, D.C.: Association of Governing Boards of Universities and Colleges.

A succinct overview, especially for new trustees, of the origin, nature, legal status, functions, and characteristics of governing boards.

Herron, Orley R., Jr. *The Role of the Trustee*. Scranton, Pa.: International Textbook Co., 1969.

Written as a guide to boards in a period when many were reasserting their power and leadership in universities in light of the student movement, this book is designed both as a guide to board members and for students of academic governance. Herron stresses the importance of inservice education and evaluation for trustees. He also lists five characteristics he has observed in successful boards: occupational diversity, executive experience, education, availability, and motivation.

Hodgkinson, Harold L., and Meeth, Richard, eds. *Power and Authority: Transformation of Campus Governance*. San Francisco: Jossey-Bass Inc., Publishers, 1971.

These essays, written just at the time of the Kent State affair, reflect a widespread need for restructuring of campus relationships, including governance. Looking at the university as a political system, a variety of changes are suggested by the various authors, including several that advocate choosing trustees from a wider segment of the population and from faculty and students on campus.

Ingram, Richard T. and Associates. *Handbook of College and University Trusteeship*. San Francisco: Jossey-Bass Inc., Publishers, 1980.

Twenty chapters written by experts and a section on "resources" cover all aspects of trusteeship: its history, the responsibilities of governing boards, internal organization of the board, and all aspects of board functioning.

Ingram, Richard T. and Associates. *Making Trusteeship Work: A Guide to Governing Board Organization, Policies, and Practices*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1988.

This book brings together information also available separately in AGB's series of pamphlets on nine board committees, as well as chapters on organizing the board as a whole, board chair/CEO relations, and board self-assessment. It contains results of a survey of board characteristics, policies, and practices, as well as other helpful documents to be adapted for use by individual boards.

Martorana, S. V. *College Boards of Trustees*. Washington, D.C.: Center for Applied Research in Education, 1963.

Although the factual information on numbers of boards is out of date, the analysis of board roles, functions, and methods of operation is still useful. A section on "erosion of board control and authority" identified the increasing interest of state governments in their higher education institutions and a trend toward "interinstitutional coordination" which Martorana believed would either come through voluntary action of the higher education community or else would "be performed by some departmental agency of state government or the legislature itself."

Millett, John D. *Conflict in Higher Education: State Government Coordination Versus Institutional Independence*. San Francisco: Jossey-Bass Inc., Publishers, 1984.

A detailed examination of the administrative experience of 25 states with varying mechanisms for formulating and implementing state interests in higher education. Millett divides state mechanisms into coordinating boards, advisory boards, and statewide governing boards. Chapter 2 is a good review of prior studies on the relationships between state government and higher education. Millett says, "A major theme of this study is that the state government interest in higher education is different from the campus and governing board interest in higher education."

Mortimer, Kenneth R., and McConnell, T. R. *Sharing Authority Effectively*. San Francisco: Jossey-Bass Inc., Publishers, 1978.

The authors examine academic governance from the point of view of (1) the appropriate distribution of authority among the many conflicting participants, on campus and off, and (2) their various claims to a legitimate role in academic governance. Chapter 5 deals with "Faculty Interaction with Trustees."

Nason, John W. *The Nature of Trusteeship: The Role and Responsibilities of College and University Boards*. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

In this classic volume on trusteeship, Nason outlines a "baker's

dozen" trustee responsibilities and offers practical suggestions for board effectiveness.

Nason, John W. *Presidential Assessment: A Guide to the Periodic Review of the Performance of Chief Executives.* Rev. ed. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

Nason, John W. *Presidential Search: A Guide to the Process of Selecting and Appointing College and University Presidents.* Rev. ed. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1984.

In these two handbooks, Nason provides practical guidance to boards and search committees as they select and review the performance of the college or university president.

Newman, Frank. *Choosing Quality: Reducing Conflict Between the State and the University.* Denver: Education Commission of the States, 1987.

This study of the relationships between states and their some 100 major universities stresses the diversity of arrangements, some highly "constructive partnerships" and others involving "antagonism and mutual distrust." Newman describes the special problems public boards face that he believes frequently hinder their effectiveness, focusing on the appointment process as crucial.

Paltridge, James Gilbert; Hurst, Julie; and Morgan, Anthony. *Boards of Trustees: Their Decision Patterns.* Berkeley, Calif.: Center for Research and Development in Higher Education, University of California at Berkeley, 1973.

Analyzes decision patterns of 20 boards of trustees according to the level of decisions (on a policy-administration continuum) and by subject areas. The authors conclude that consistent patterns exist within different types of institutions.

Petty, Gary Frank, ed. *Active Trusteeship for a Changing Era.* New Directions for Community Colleges, vol. 13, no. 3 (September 1985).

Thirteen chapters cover a variety of issues relating to trustees of community colleges, ranging from trustee characteristics through specific areas of operations (such as accreditation, collective bargaining, personnel management), to a final chapter containing sources of further information on community college governance.

Pifer, Alan. *The Board's Role In Dealing With Social and Political Issues.* AGB Special Report. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1988.

The guiding principle of this brief report is "institutional neutrality," at the same time that it affirms the role of educational institutions in providing a forum where controversial issues can be considered.

Rauh, Morton A. *College and University Trusteeship.* Yellow Springs, Ohio: Antioch Press, 1959.

Although principally a report of a study of trus ees of private colleges and universities conducted more than 30 years ago, this book still retains freshness in describing the esssential functions and responsibilities of a trustee. Rauh concludes by stating that "sound judgment and an open mind" are the prime qualifications of a good trustee.

Rauh, Morton A. *The Trusteeship of Colleges and Universities.* New York: McGraw-Hill Book Co., 1969.

Updating his 1959 work, Rauh provides a good handbook for trustees, covering the major areas in which trustees make and review policy, including presidential selection. He speculates about the future of trusteeship, observations that were somewhat structured by the heavy faculty and student demands for involvement in governance at the time he was writing.

Ruml, Beardsly, with Morrison, Donald H. *Memo to a College Trustee: A Report on Financial and Structural Problems of the Liberal College.* New York: McGraw-Hill Book Co., 1959.

Ruml advocates a strong role for trustees in educational and curricular policy, believing that faculty by themselves are too involved in their own specialties and departments to be able to develop an adequate collegewide curriculum. While reaffirming the principles of academic freedom and tenure for individuals, the authors go beyond what is generally accepted practice by stating, "There is no reason why the administration of a college or why the trustees of a college should not be informed on all matters of faculty or departmental jurisdiction and management, nor why they should not intervene in situations where the academic machinery is proving inadequate to its task."

Scott, Robert W., chair of commission. *Recommendations for Improving Trustee Selection in Private Colleges and Universities,* and *Recommendations for Improving Trustee Selection in Public Colleges and Universities.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1980.

These two reports outline ways in which well-qualified trustees can be brought to serve on governing boards.

Smith, David N. *Who Rules the Universities? An Essay in Class Analysis.* New York and London: Monthly Review Press, 1974.

Smith's "central argument is that college-educated workers are members of an expanded working class which has been called into being by a capitalist class faced with new needs in a new historical situation." He analyzes the connections of trustees, especially the regents of the University of

California, with business and financial enterprises from the point of view of capitalist class domination of higher education.

Taylor, Barbara E. *Working Effectively with Trustees*. Washington, D.C.: ASHE-ERIC Higher Education Reports, 1987.

An excellent and broad-ranging survey of the work of boards, aimed particularly at those who work with boards but who may not be familiar with their history and operations (administrators and faculty, for example).

Wood, Miriam Mason. *Trusteeship in the Private College*. Baltimore: The Johns Hopkins University Press, 1985.

Wood interviewed presidents, board chairs, and trustees at ten private liberal arts colleges in a study of decision making, power structures, and board-president relations. She identified three major board styles: ratifying (the board is a "rubber stamp" for the president); corporate (a business model); and participatory (trustees have considerable informal contact with campus groups). She concludes that "with all three operating styles, the actual policy-making role of the board is considerably reduced from the theoretical ideal," mainly because boards and their committees focus on functional administrative matters instead of gaining a "strategic perspective."

Zwingle, J. L. *Effective Trusteeship*. 3d ed. Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1985.

This short but pithy pamphlet, the latest revision of Zwingle's work, is an excellent introduction to the theory and practice of academic trusteeship, summarizing the special nature of college and university boards as compared to business or government, ways of organizing to get the job done, relations with other members of the academy (CEO, faculty, students), and containing a bibliography of works on trusteeship.

CORPORATE BOARDS

There are both notable differences and considerable similarities between boards in the corporate and the academic arenas. Here are a few selections that illustrate these similarities and differences, some by direct comparison, and others through their treatment of topics such as policy making, review of management and operations, and relations with the public.

Anderson, Charles A., and Anthony, Robert N. *The New Corporate Directors: Insights for Board Members and Executives*. New York: John Wiley & Sons, 1986.

The authors present "some concepts and some ideas" from their years of experience serving on, and working with, both corporate and nonprofit boards. The section on nonprofit boards concentrates on the relationship be-

tween the board chair and the CEO, quite different in these organizations from business firms because the nonprofit board chair, unlike the corporate counterpart, is seldom an employee of the organization.

Brown, Courtney C. *Putting the Corporate Board to Work*. New York: Macmillan, 1976.

The former dean of the Graduate School of Business of Columbia University sets out his insights on how corporate boards are, and should be, structured, staffed, and run. A section on nonprofit boards distinguishes four types of nonprofit organizations, noting differences in situations their boards face. They are (1) mutual insurance companies and savings banks, (2) colleges and universities, (3) hospitals, and (4) general welfare foundations. Brown concludes that "the catechism of the 'four Ps' for governing boards, of policy, procedures, performance, and personnel, applies to all boards but with different emphases depending on the nature of the organization's activity."

Drucker, Peter F. *An Introductory View of Management*. New York: Harper's College Press, 1974.

A chapter on "Top Management and Board" outlines three functions for a board: (1) review, counsel, advise, and monitor top management; act with "knowledge and decision in a crisis." (2) Remove a top management that fails to perform. (3) Perform a "public and community relation" function with respect to consumers, suppliers, communities, and other constituencies. Drucker argues that a firm really needs two boards—one for the first two functions and another for the third, more difficult job. If organizations do not do so, society will force such a board upon them, in the form of representation of workers or government (as in Germany and Sweden), or minority groups on the board (as in some places in the United States). Drucker believes that "the governing board of directors must represent no one but the basic long-term interests of the enterprise" at the same time that it needs "an organ of information, advice, consultation, and communication—that is, the public and community-relations board."

Harvey-Jones, John. *Making It Happen: Reflections on Leadership*. London: Collins, 1988.

An excellent book on the corporate director and board, from the British chair of a multinational firm. He begins "with the view that the final responsibility for the future of the company depends upon the board as a whole, and therefore the direction in which the company is to be led is the unique responsibility of that board." He discusses board size, organization, planning, and the need for informal interaction and trust among the members. He asserts that "directors are not chosen only for their mix of skills but more

particularly for their experience and judgment. It cannot be restated often enough that the job of the board is all to do with subjective judgment, based on the members' individual and collective experience. No amount of staff work, or rerunning of facts through the computer, will take the board's decisions for them."

Louden, J. Keith. *The Effective Director in Action*. Zusman, Jack. *Public Agency Boards*, supplement. New York: AMACOM, 1975.

The principal part of the book deals with board role, organization, decision making, auditing, and relations with various publics. The three chapters on public agency boards distinguish three types of such boards: the government agency board, the voluntary nonprofit board, and combinations (for example, state university boards, public hospital boards, or transit boards). The central problem in all of these is one of conflicting political interests within the community, which become crystallized in board contexts so that divisions within the larger community reverberate in board politics. In addition, because the legal status of these boards varies widely and is often quite vague, tradition and informal influence play an especially large role in guiding board behavior as compared with business boards.

Mace, Myles L. *Directors: Myth and Reality*. Rev. ed. Boston: Harvard Business School Press, 1986.

Mace argues that "common knowledge" regarding board behavior often is not borne out in practice. The literature focuses on three principal roles for boards: "(1) establishing basic objectives, corporate strategies, and broad policies; (2) asking discerning questions; and (3) selecting the president." Mostly, in practice, (1) top management, with the passive approval of the board, establishes objectives; (2) directors fail to ask questions out of embarrassment, ignorance, or a sense of being out of place; and (3) boards seldom select presidents, except in crisis situations. Actual primary board roles found were (1) providing advice to the CEO, often on a one-to-one basis; (2) acting as a corporate conscience or element of discipline; and (3) under crisis conditions, selecting a president.

Mueller, Robert Kirk. *Behind the Boardroom Door*. New York: Crown Publishers, 1984.

An insider's look at boardroom behavior and culture from the chair of Arthur D. Little Inc., the book is sometimes humorous and deals with directors as individuals (who wear their "character armor") and as an ever-changing group of people. One concept relevant to higher education is that of "stakeholders," defined as "any group whose collective behavior can directly affect the organization's future but who are not under the organization's direct control."

Waldo, Charles N. *Boards of Directors: Their Changing Roles, Structure, and Information Needs*. Westport, Conn.: Quorum Books, 1985.

Waldo primarily discusses practices (composition, use of committees, provision of information) in large, for-profit corporations. He also compares service on these boards with service on nonprofit boards, noting that there are special problems inherent in the latter, including ambiguity about where ultimate "allegiance" of directors should lie and a relative lack of skills among board members, that make the work of such boards problematical. He concludes that the nonprofit board "has both information-providing needs and information-understanding problems, probably to a considerably larger degree than most for-profit boards."

Whisler, Thomas L. *The Rules of the Game: Inside the Corporate Board Room*. Homewood, Ill.: Dow Jones-Irwin, 1984.

Pithy "rules" for outside directors on corporate boards, derived from interviews with more than 60 directors. Most apply equally well to trustees of colleges and universities; for example, "no fighting" inside the boardroom; "do your homework"; and reaffirmation of the "no surprises" rule for the CEO in dealing with the board.

BOARDS OF OTHER NONPROFIT ORGANIZATIONS

Conrad, William R., Jr., and Glenn, William E. *The Effective Voluntary Board of Directors: What It Is and How It Works*. Rev. ed. Athens, Ohio: Swallow Press, 1986.

Published for the Institute for Voluntary Organizations, this book covers the range of functions of boards: organization, ways of work, and so forth. The authors emphasize the "planning process" as a basic management concept: "Unless the planning process is well defined, nothing else can be achieved. It gives organizational direction, the criteria for board volunteers and staff, the basis for evaluation, and the basis for defining policy. Without planning we are without purpose."

Hadden, Elaine M., and French, Blaire A. *Nonprofit Organizations: Rights and Liabilities for Members, Directors, and Officers*. Wilmette, Ill.: Callaghan & Co., 1987.

The authors say, "This text is a brief, plain-English summary of the rights, responsibilities, and liabilities of members, directors, officers, and employees of nonprofit organizations."

Hardy, James M. *Managing for IMPACT in Nonprofit Organizations: Corporate Planning Techniques and Applications*. Erwin, Tenn.: Essex Press, 1984.

The "Bo Hardy" model of corporate planning, much used in the United Way of America and other nonprofits, stresses the importance of board involvement in corporate planning while, at the same time, it stays out of detailed management decisions.

Houle, Cyril O. *Governing Boards: Their Nature and Nurture*. San Francisco: Jossey-Bass Inc., Publishers, 1989.

This revised version of Houle's 1960 book, *The Effective Board*, is sponsored by the National Center for Nonprofit Boards and the Kellogg Foundation. Houle views organizations as having a "tripartite" structure, made up of staff, executive, and board, to carry out three different kinds of activity: the work, its administration, and policies to guide it, respectively. The book contains a wealth of practical information on the organization, operations, and external relations of boards, including a stress on appropriate orientation for board members, and an excellent bibliography.

O'Connell, Brian. *The Board Member's Book: Making a Difference in Voluntary Organizations*. New York: The Foundation Center, 1985.

Written especially for board members to help them understand their roles and responsibilities. The book also contains a good bibliography.

Unterman, Israel, and Davis, Richard H. *Strategic Management of Not-for-Profit Organizations: From Survival to Success*. New York: Praeger, 1984.

Chapter 2, "The Boards of Trustees and Missions," examines and compares nonprofit and business boards.

Index

Academic freedom, 10, 12, 27, 82, 85, 93–94
Academic mission, statistics, 35
The Academy, Geneva, 18
Accreditation agencies, 81, 143
Acknowledgements, 4–5
Administration, 82–83, 94–97
AGB. *See* Association of Governing Boards of Universities and Colleges
Alumni board members, 46
American Association of University Professors, 24, 94, 139
Appointment. *See* Selection of boards
Association of Governing Boards of Universities and Colleges (AGB), 2–5, 75, 78, 94, 100

Berdahl, Robert, 120
Blair, James, 20
Board chair, 52, 71, 141
Board members. *See* Trustees
Board secretary, 98–99
Boards of trustees. *See also* Trustees
  areas of concern, 136
  characteristics of successful, 111
  context effects, 48–51, 133–135
  erosion of powers, 105–109
  factors affecting governance, 57–65, 133–134
  functions, 12–14
  governance issues, 109–110
  historical trends, 23–27
  history, 17–29
  internal discipline, 110–111, 142
  internal operations approach, 61–65, 110–111
  involvement approach, 57–61

Boards of trustees, Cont.
purposes, 10–14, 137
recommendations, 139–143
relationship with faculty, 97–101
relationship with president, 2–3, 41, 51–52, 73–75, 94–96
size, 47–48, 141
trends, 28–29, 115–122
Bologna University, 11, 18,
Boorstin, Daniel, 21
Brown University, 20
Budget determination, 45, 121–123, 126–127, 128–129
California, 75, 96, 104, 117
Calvin, John, 17–18
Cambridge University, 10, 19
Carnegie, Andrew, 23
Carnegie Foundation for the Advancement of Teaching, 23
Categories of institutions, statistics, 33–35
Catholic institutions, 23, 34, 50–51
Centralization and control
disadvantages, 120–122
recommendations, 122–127, 141–142
trend, 104, 118–120
Chait, Richard P. and Associates, 3
Change management, 102–104
The Chronicle of Higher Education, 99
Citizens' Council, Dallas, 44
City University of New York, 26
Cleveland, Harlan, 3, 107, 142
Colorado, 44, 45, 104
Columbia University, 21
Commission on Strengthening Presidential Leadership, 94, 145
Community colleges, 34–35, 85
Composition of Governing Boards, 69
Conclusions, 139–143

Corson, John, 126
The Costs and Benefits of Openness, 3
Crisis management, 102

Dartmouth College, 22
Delaware, 22

Edinburgh, 18, 20
Education Commission of the States, 42
Effective Trusteeship, 3
The Efficiency of Freedom, 143
Eisenhower, Milton, 143
Election. *See* Selection of boards
Emmanuel College, Cambridge, 19
Erosion of board position, 105–109
Evaluations of performance
  by authors, based on interviews, 93–111
  quantifiable tests, 86–87
  by questionnaire participants, 79–84
    comments on, 84–86
    criticisms by presidents and faculty, 82–83, 84
    by institutional categories, 81, 82
Ex officio board members, 45, 140–141

Faculty
  board members, 46, 140
  concerns, 82–83, 84–85
  guilds, 10–11
  relationship with board, 100–101
  unionization, 75, 118
Flexner, Abraham, 27
Fund-raising, 85, 86

Gade, Marian L., 2
Gardner, John W., 107
Georgia, 22, 44
Glasgow, Scotland, 18

The Governance of Colleges and Universities, 126
Governance of Higher Education, 143
Government and higher education, 10, 49, 117–118, 121
Handbook of College and University Trusteeship, 3
Harvard University, 19–21, 51, 60
Heraclitus, 29
Herbst, Jurgen, 27
Higher education. *See* U.S. higher education system
History of lay boards, 17–29
Illinois, 44
Ingram, Richard T. and Associates, 3
Introduction, 1–5
Jefferson, Thomas, 20
Jencks, Christopher, 24
Kerr, Clark, 2
Lay supervision of higher education, 9–10, 17–29, 137
Leyden, 18
Long-range planning, 101–102
Macauley, Lord Thomas Babington, 139
Maine, 49
The Many Lives of Academic Presidents, 2, 107
March, James, 1
Marshall, John, 22
Martorana, S.V., 109
Maryland, 22, 42
Massachusetts, 49
Mayhew, Lewis B., 124–125
Mentors, 75
Miami-Dade Community College, 49
Michigan, 26, 44, 49, 51, 103
Minnesota, 43
Mississippi, 44
Moos, Malcolm, 14

Nason, John W., 3
The Nature of Trusteeship, 3
Newman, Frank, 42, 69, 106
New York, 26, 75
Nobel Prize laureates, 8
North Carolina, 22, 26, 72, 126
North Dakota, 42
Notre Dame, 50–51

Oregon, 105
Orientation, 47, 97
Oxford University, 10, 20

Paris University, 18
Pennsylvania, 75
Policy, 94–97
Politicalization, 104
Presidential Assessment, 3
Presidential Search, 3
Presidents
  concerns, 82–84
  relationship with board, 2–3, 44, 51–52, 71, 73–75, 94–98
  selection, 73, 94
Presidents Make a Difference, 2, 94
Princeton University, 20–21
Privacy, 76
Private institutions
  private-public distinction, 22
  quality of board members, 39–40
  special concerns, 121, 136
  statistics, by categories, 33–36
Privatization of higher education, 126–127
Protestant institutions, 19, 23, 34, 50–51
Public institutions
  government interference, 43–44, 121
  rise of, 22

Public institutions, Cont.
special concerns, 136
statistics, by categories, 33–36
trends, 23–27, 115–116
trustee selection, 40–47
Recommendations, 139–143
Recommendations for Improving Trustee Selection in Private Colleges and Universities, 3
Recommendations for Improving Trustee Selection in Public Colleges and Universities, 3
Renewal of the institution, 102
Representation, 44–45, 63, 140
Riesman, David, 24
Rosovsky, Henry, 7–8
"Ruml Report," 100–101
Salamanca, 11
Scott, Robert W., 3
Secretary of the board, 98–99
Selection of boards, 40–45, 140–141
appointment process, 41–44
appointment versus election, 41–42
elections, 44–45
recommendations, 139, 143
Sinclair, Upton, 23–24, 27
Smith, David N., 27
South Carolina, 22
St. Andrews, Scotland, 18
Staff, 97–98
Stanford University, 94
State University of New York (SUNY), 126
Student board members, 24, 45–46, 140
Student guilds, 11, 18
Study questions, 5
Sunshine laws
effect on institutions, 25, 75–77, 108, 142

effect on president selection, 76, 108
effect on quality of board members, 41, 70
excessive, 75–76
recommended exemptions, 142
Systems of higher education, 25–27, 83–84, 142
special problem areas, 84, 119–120

Texas, 49
Trinity College, Dublin, 18, 19
Trustee Responsibility for Academic Affairs, 3
Trustees
ex officio, 45, 140–141
good characteristics, 39–40
numbers of, by category of institution, 33–34
orientation, 47, 97
quality, 39–43, 70
race and sex statistics, 69
ratio to students, 119–120
selection, 40–47, 141
term of service, 48, 141
undesirable characteristics, 49–50

Unionization of faculty, 75, 118
University of Chicago, 103
University of Colorado, 45
University of Maryland System, 42
University of Michigan, 51, 103
University of Minnesota, 43
University of Pennsylvania, 21
U.S. higher education system, 7–10
statistical portrait, 33–37
trends, 115–120
Utah, 26, 126

Veblen, Thorstein, 23–24, 27
Virginia, 22

William and Mary, 20
Wisconsin, 72, 94
Yale College, 20, 21
Zwingle, J.L., 3

235